

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF KENTUCKY
ASHLAND DIVISION**

IN RE:	)	CHAPTER 11
)	
SPECIAL METALS CORPORATION, et al.	)	CASE NOS.: 02-10335-
	)	02-10338
)	
DEBTORS.	)	JOINTLY ADMINISTERED
)	
	)	JUDGE WILLIAM S. HOWARD

**SUMMARY COVER SHEET ON THE FINAL FEE APPLICATION REQUEST
OF BOND, SCHOENECK & KING, PLLC AS SPECIAL COUNSEL
FOR THE DEBTORS FOR THE CONGRESS FINANCIAL LOAN
TRANSACTION FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM AUGUST 1, 2003 THROUGH
NOVEMBER 30, 2003 AND FOR FINAL APPROVAL OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF BOND,
SCHOENECK & KING, PLLC FOR THE PERIOD FROM AUGUST 1, 2003
THROUGH NOVEMBER 30, 2003**

To All Creditors and Parties-In-Interest:

1. By Application filed on September 29, 2003, a request was made to approve Bond, Schoeneck & King, PLLC (BS&K) as Special Counsel to the Debtors for the Congress Financial Loan Transaction (“Congress Loan Transaction”) that was described in the Application. No parties have objected or filed a response requesting a hearing on the Application and the Court entered an Order approving BS&K’s retention as Special Counsel for the Congress Loan Transaction (“Approval Order”). A copy of the Approval Order is attached hereto as Exhibit A and it was filed on October 15, 2003. The Approval Order approved BS&K’s engagement as Special Counsel, *nunc pro tunc*, as of August 1, 2003.
2. As set forth in the Application, BS&K has been previously approved in this matter as an Ordinary Course Professional for services in Selected Legal Areas and the Approval Order allowed BS&K to continue to be compensated for those services in accordance with the payment procedures for Ordinary Course Professionals.

3. This is the Final Fee Application Request of BS&K as Special Counsel for the Congress Loan Transaction for the period from August 1, 2003 through November 30, 2003 (the "Application Period") and for Final Approval of Interim Compensation and Reimbursement of Expenses for the Application Period.
4. During the Application Period, BS&K's total amount of fees for professional services rendered as Special Counsel for the Congress Loan Transaction was \$ 182,565.90 and the total amount of expenses was \$ 11,312.39. BS&K made the following three (3) interim fee applications during the Application Period, seeking 80% of the fee amount for professional services and 100% of its expenses:

Period of Services	Date Application Filed
August 1, 2003 – September 30, 2003	November 14, 2003
October 1, 2003 – October 31, 2003	December 1, 2003
November 1, 2003 – November 30, 2003	December 29, 2003

5. BS&K seeks by this Application approval for the following:

(a) payment of the 20 % holdback on each of its interim fee applications as follows:

August 1, 2003 – September 30, 2003	\$	6,582.06
October 1, 2003 – October 31, 2003	\$	12,197.43
November 1, 2003 – November 30, 2003	\$	<u>17,733.69</u>
Total Requested:	\$	36,513.18

(b) final approval on the interim payments of 80% of its fees and 100% of its expenses during the Application Period that have been, or will be, made prior to the hearing date on this Application pursuant to this Court's Order under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated May 2, 2002 ("Interim Fee Order").

6. This Application must be served on the Notice Parties, as that term is defined in the Interim Fee Order, in order to provide the Notice Parties at least twenty (20) days prior notice of the hearing on this Final Fee Application. The hearing is to be held on February 5, 2004 at 2:00 pm before the Honorable William S. Howard in the United States Bankruptcy Court, Lexington, Kentucky. Parties in interest may attend and object.

Respectfully submitted,

BOND, SCHOENECK & KING, PLLC

By: Barry R Kogut

Barry R. Kogut, Esq.
One Lincoln Center
Syracuse, New York 13202
Telephone: (315) 218-8000
Fax: (315) 218-8100
Attorneys for Debtors

Dated: January 8, 2004

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF KENTUCKY
ASHLAND DIVISION**

IN RE:	)	Chapter 11
SPECIAL METALS CORPORATION, et al.	)	Bankruptcy Nos. 02-10335 -
	)	02-10338
	)	JOINTLY ADMINISTERED
	)	JUDGE WILLIAM S. HOWARD

**SUMMARY COVER SHEET ON THE FINAL FEE APPLICATION REQUEST
OF BOND, SCHOENECK & KING, PLLC AS SPECIAL COUNSEL
FOR THE DEBTORS FOR THE CONGRESS FINANCIAL LOAN
TRANSACTION FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM AUGUST 1, 2003 THROUGH
NOVEMBER 30, 2003 AND FOR FINAL APPROVAL OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF BOND,
SCHOENECK & KING, PLLC FOR THE PERIOD FROM AUGUST 1, 2003
THROUGH NOVEMBER 30, 2003**

TO: THE HONORABLE WILLIAM S. HOWARD

Bond, Schoeneck & King, PLLC (“BS&K”),¹ counsel to the Debtors, pursuant to §§ 330(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and this Court’s Order under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated May 2, 2002 (the “Interim Fee Order”), respectfully applies to the Court for allowance of attorneys’ fees and expenses. In support thereof, BS&K respectfully submits the following as its Final Fee Application Request as Special Counsel for the Congress Loan Transaction for the period from August 1, 2003 through November 30, 2003 and for Final Approval of Interim Compensation and Reimbursement of Expenses for the Application Period and states as follows:

¹ As of August 1, 2002, Bond, Schoeneck & King operates as a PLLC rather than a LLP. The PLLC also includes the PA operations of Bond, Schoeneck & King in Florida.

1. BACKGROUND

(a) Special Metals Corporation, Inco Alloys International, Inc. (now known as Huntington Alloys Corporation), Special Metals Domestic Sales Corp. and A-1 Wire Tech, Inc., the Debtors and Debtors-in-Possession herein, filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code on March 27, 2002. The Debtors continued to conduct their business and affairs as debtors-in-possession until their emergence from bankruptcy on November 26, 2003 upon the closing of the Congress Loan.

(b) BS&K is a law firm that has represented the Debtors since 1979 in various areas, including labor and employment law, environmental law, litigation, real estate, employee benefits, intellectual property, immigration and corporate matters such as securities, acquisitions, credit arrangements, and business formation (“Selected Legal Areas”). BS&K has continued to provide counsel in the Selected Legal Areas during these bankruptcy cases, as a Court-approved ordinary course professional. Under a May 2, 2002 order of the Bankruptcy Court (the “Administrative Order”), BS&K as an ordinary course professional may be paid up to \$ 50,000 in any month and up to \$ 150,000 during any twelve-month period (the “Ordinary Course Thresholds”).

(c) By letter dated August 1, 2003, Congress Financial Corporation (“Congress”) issued a commitment to the Debtors to provide a senior secured revolving credit facility of up to \$ 200 million.

(d) By application dated September 29, 2003, the Debtors sought to retain and employ BS&K to provide special counsel to the Debtors regarding the loan transaction with Congress (the “Application”). As a result of its prior representation of the Debtors

in several other corporate transactions, including credit refinancing, BS&K is particularly well-suited to represent the Debtors as special counsel in the loan transaction with Congress.

(e) By Order dated October 15, 2003, the Court approved BS&K as Special Counsel for the Congress Loan Transaction, *nunc pro tunc*, as of August 1, 2003 and a copy of that Order is attached as Exhibit A. As Special Counsel, BS&K is to be compensated for its services regarding the Congress Loan Transaction in accordance with the terms of the Interim Fee Order.

(f) On December 9, 2003, the Reorganized Debtors² filed their Notice of Effective Date of Debtors' Second Amended Joint Plan of Reorganization (the "Confirmation Notice"). Pursuant to the Confirmation Notice, the effective date of the Plan was November 26, 2003 (the "Effective Date").

(g) Pursuant to Section 2.4 of the Plan, all persons seeking an award by the Bankruptcy Court of a Fee Claim incurred through and including the Effective Date shall, unless otherwise ordered by the Bankruptcy Court: (i) file their respective final applications for allowance of compensation for services rendered and reimbursement of expenses incurred by the date that is no later than forty-five (45) days after the Effective Date; and (ii) be paid in full in such amounts as are approved by the Bankruptcy Court upon the later of (a) the date upon which the order relating to any such Fee Claim is entered or (b) upon such other terms as may be mutually agreed upon between the holder of such Fee Claim and the Debtors or, on and after the Effective Date, the Reorganized Debtors.

² Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the Plan.

(h) By this Final Fee Application Request (the "Final Application"), and pursuant to and in compliance with Section 2.4 of the Plan, BS&K seeks final approval of compensation as counsel for Debtors for the Congress Loan Transaction in the amount of \$ 182,565.90 in fees and reimbursement of expenses in the amount of \$ 11,312.39 for the period of August 1, 2003 through November 30, 2003.

(i) Additionally, by this Final Application, BS&K seeks final approval of interim compensation and reimbursement of expenses that it has, or will be, paid pursuant to the Interim Fee Applications filed during the period of August 1, 2003 through November 30, 2003 and payment for the holdback of 20% on the fees that has, or will be, retained pursuant to the Interim Order (which provides for payment of 80% of the uncontested fees and 100% of the uncontested expenses requested in the monthly interim professional fee applications).

2. TIME PERIOD COVERED. BS&K files this Final Fee Application for legal services rendered as Special Counsel for the Congress Loan Transaction during the period from August 1, 2003 through November 30, 2003 (the "Application Period").

3. SERVICES COVERED. All services performed by BS&K during the Application Period for which approval of compensation is now being sought were performed for and on behalf of the Debtors.

4. NO COMPENSATION SHARING. No agreement or understanding has existed or does exist between BS&K and any other person for the sharing of compensation received or to be received in this case. BS&K has worked with McGuireWoods LLP, which serves as counsel to the Debtors, but both parties maintain separate time and expense records and file separate applications.

5. PAYMENTS AWARDED, MADE AND PROMISED

(a) For the period of March 28, 2002 through December 31, 2003, BS&K has been paid a total of \$ 139,814.98 for services and disbursements as an ordinary course professional, providing counsel to the Debtors in the Selected Legal Areas.

(b) By application dated November 13, 2003, BS&K made its first interim fee application for services rendered as Special Counsel for the Congress Loan Transaction for the period August 1, 2003 to September 30, 2003. In that application, BS&K sought fees in the amount of \$ 32,910.30 and expenses in the amount of \$ 1,168.59. That application was filed in the Bankruptcy Court on November 14, 2003. No objections were filed with respect to that application within the 20-day notice period. In accordance with the Bankruptcy Court Order dated December 4, 2003, BS&K was paid 80% of the professional fees and 100% of the expenses by check received on December 29, 2003, leaving unpaid a holdback of 20% on the professional fees in the amount of \$ 6,582.06.

(c) By application dated November 25, 2003, BS&K made its second interim fee application for services rendered as Special Counsel for the Congress Loan Transaction for the period October 1, 2003 to October 31, 2003. In that application, BS&K sought fees in the amount of \$ 60,987.15 and expenses in the amount of \$ 4,482.75. That application was filed in the Bankruptcy Court on December 1, 2003. No objections were filed with respect to that application within the 20-day notice period. In accordance with the Bankruptcy Court Order entered on December 24, 2003, BS&K was paid 80% of the professional fees and 100% of the expenses requested by check received on January 5, 2004, leaving unpaid a holdback of 20% on professional fees in the amount of \$ 12,197.43.

(d) By application dated December 24, 2003, BS&K made its third interim fee application for services rendered as Special Counsel for the Congress Loan Transaction for the period November 1, 2003 to November 30, 2003. In that application, BS&K sought fees in the amount of \$ 88,668.45 and expenses in the amount of \$ 5,661.05. That application was filed in the Bankruptcy Court on December 29, 2003. If no objections are filed within the 20-day notice period, Debtors following entry of an Order of the Bankruptcy Court will be authorized to pay BS&K 80% of the professional fees and 100% of the expenses requested. This will leave unpaid a 20% holdback on fees in the amount of \$ 17,733.69.

(e) BS&K seeks by this Final Fee Application approval of the 20% holdback on each of its interim fee applications that were submitted during the Application Period as follows:

August 1, 2003 – September 30, 2003	\$	6,582.06
October 1, 2003 – October 31, 2003	\$	12,197.43
November 1, 2003 – November 30, 2003	\$	<u>17,733.69</u>
Total Requested:	\$	36,513.18

(f) BS&K also seeks by this Application final approval of interim compensation and reimbursement of expenses incurred during the Application Period that it has, or will have, received pursuant to its three interim fee applications by the hearing date on this Application.

6. SUMMARY OF WORK PERFORMED

(a) **Time and Labor Expended.** During the Application Period, BS&K provided a total of 958.80 hours of attorney and legal assistant services on behalf of the Debtors as follows:

167.10 - August 1, 2003 to September 30, 2003

333.20 - October 1, 2003 to October 31, 2003

458.50 - November 1, 2003 to November 30, 2003

(b) **Description of Services.** Attached to this Final Fee Application as Exhibit B is a copy of the set of invoices that were previously submitted by BS&K as part of its three interim fee applications during the Application Period (the "Fee Invoices"). The Fee Invoices include descriptions of the professional services provided and a summary of the total time expended by each professional.

(c) **Novelty and Difficulty of the Questions Involved.** The Congress Loan Transaction was a difficult financing matter that involved complex bankruptcy and corporate issues.

(d) **Administration of the Case.** BS&K worked with McGuireWoods in connection with the financing, but every effort was made to avoid duplication of efforts.

(e) **Skill Requisite to Perform the Legal Services Properly.** BS&K attorneys are knowledgeable in the areas of law that were associated with the Congress Loan Transaction.

(f) **Preclusion of Other Employment.** BS&K's representation of the Debtors required the extensive time and attention of Ronald Berger, the Chair of BS&K's

Business Department, and significant time and attention from others in BS&K's Business and Real Estate, Environmental & Finance Departments.

(g) Customary Fee

(i) The hourly rates charged by BS&K's professionals differ based on, among other things, each professional's level of experience and the rates normally charged in the location of the office in which the professional is resident. The current hourly rates of the legal professionals who performed the majority of the services for the Congress Loan Transaction are attached hereto as Exhibit "C" and these rates were referenced in the Application.

(ii) BS&K provided a tiered discount billing arrangement for the services it rendered in Calendar Year 2003. Professional fees totaling between \$ 15,000 and \$ 35,000 were discounted 5% and professional fees over \$ 35,000 were discounted 10%. Given the scope of services rendered for the Selected Legal Areas as of the beginning of the Application Period, services rendered for the Congress Loan Transaction were covered by a 10% discount.

(h) Fee is Not Fixed or Contingent. The rates of BS&K attorneys and paralegals are shown on the Fee Invoices. The fees requested by BS&K were not fixed or contingent, but were based upon BS&K's regular hourly rates in cases of this nature.

(i) Time Limitation Imposed. BS&K attorneys have worked diligently to meet all required deadlines.

(j) Results Obtained. BS&K submits that the time expended has met or exceeded all reasonable expectations of the Debtors.

(k) Experience, Reputation and Ability of BS&K. BS&K is a law firm of approximately 150 lawyers with offices in New York, Florida and Kansas. Our lawyers have extensive expertise in 21 different practice areas and 12 different industry/client groups, including extensive experience in the areas of law that are associated with the Congress Loan Transaction.

(l) Awards in Similar Cases. The fees requested herein would be commensurate with those charged by BS&K for cases similar in size and nature to this case outside of Chapter 11.

7. ITEMIZATION OF FEES AND COSTS. As detailed in the attached Fee Invoices, the total amount of BS&K's fees for professional services rendered during the Application Period as Special Counsel for the Congress Loan Transaction was \$ 182,565.90 and the total amount of expenses was \$ 11,312.39. BS&K now seeks approval for payment of the 20% holdback amounts on each interim fee application, which total \$ **36,513.18**. BS&K submits that all fees were reasonable and necessary with respect to the representation of the Debtors in the Congress Loan Transaction.

8. INTERIM FEE ORDER HOLD BACK AMOUNTS. A professional may request payment for the holdback amount in a formal 11 U.S.C. § 331 fee application that is to be submitted within four months after the end of each Interim Fee Period as defined by the Interim Fee Order. The time for making the request for this Application Period is January 12, 2004.

WHEREFORE, BS&K respectfully requests that this Honorable Court enter an Order substantially in the form attached hereto, granting (i) final approval of BS&K's compensation as Special Counsel for the Congress Loan Transaction during the

Application Period in the amount of \$ 182,565.90 in fees and reimbursement of expenses in the amount of \$ 11,312.39; (ii) final approval of interim compensation and reimbursement of expenses sought in BS&K's Interim Fee Applications filed during the Application Period; and (iii) directing the Reorganized Debtors to pay BS&K \$ 36,513.18, which represents the 20% holdback on fees from BS&K's Interim Fee Applications during the Application Period.

NOTICE OF FINAL FEE APPLICATION

In accordance with the Interim Fee Order, each Notice Party (as defined in the Certificate of Service set forth below) will have at least twenty (20) days prior notice of the hearing on this Final Fee Application, which is to be held on February 5, 2004 at 2:00 pm before the Honorable William S. Howard in the United States Bankruptcy Court, Lexington, Kentucky. Parties in interest may attend and object.

Dated: January 8, 2004

Respectfully submitted,

BOND, SCHOENECK & KING, PLLC

By: Barry R. Kogut
Barry R. Kogut, Esq.
One Lincoln Center
Syracuse, New York 13202
Telephone: (315) 218-8000
Fax: (315) 218-8100
Attorneys for Debtors

Exhibit A

**Order of Bankruptcy Court
Filed on October 15, 2003
Approving
Bond, Schoeneck & King, PLLC
as Special Counsel for the
Congress Financial Loan Transaction**

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF KENTUCKY
ASHLAND DIVISION

IN RE:) Chapter 11
))
SPECIAL METALS CORPORATION, et al.) Bankruptcy Nos. 02-10335 -
) 02-10338
))
) JOINTLY ADMINISTERED
))
) JUDGE WILLIAM S. HOWARD

**ORDER AUTHORIZING DEBTORS TO EMPLOY
BOND, SCHOENECK & KING AS SPECIAL COUNSEL**

This matter coming before the Court on the Application of Debtors and Debtors in Possession for an Order Authorizing the Employment of Bond, Schoeneck & King as Special Counsel pursuant to Section 327(e) of the Bankruptcy Code (the "Application"), filed by the above-captioned debtors in possession (collectively, the "Debtors"); the Court having reviewed the Application and having determined that the legal and factual bases set forth in the Application establish just case for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. The Debtors are authorized to employ Bond, Schoeneck & King as Special Counsel pursuant to section 327 of the Bankruptcy Code, in connection with the loan transaction with Congress Financial Corporation.
3. This engagement as Special Counsel is approved, *nunc pro tunc*, as of August 1, 2003.
4. Bond, Schoeneck & King shall be compensated for its services and reimbursed for its related expenses in connection with this engagement as Special Counsel, pursuant to the terms of the Administrative Order entered by the Court in these cases on May 2, 2002, establishing procedures for interim compensation and reimbursement of expenses of professionals.

1650(1581)

5. Bond, Schoeneck & King may continue to be compensated for its services and reimbursed for its related expenses as an ordinary course professional, for services performed in the Selected Legal Areas, as those services are identified in the Application in accordance with the May 2, 2002 Order of this Court, specifying payment procedures for ordinary course professionals.

Pursuant to Local Rule 9022-1(c), counsel for the Debtor shall cause a copy of this Order to be served on the parties listed on the current Short Service List on file with the Court pursuant to 9022-1(a) and shall file with the Court a certificate of service upon such parties within ten (10) days hereof.

LEX631048.1

WFN133938.4



Signed By:
William S. Howard
Bankruptcy Judge
Dated: Wednesday, October 15, 2003
(wsh)

Exhibit B

Bond, Schoeneck & King, PLLC Detailed Invoices

August 1, 2003 – September 30, 2003
October 1, 2003 – October 31, 2003
November 1, 2003 – November 30, 2003

Bond, Schoeneck & King, PLLC
Detailed Invoice

August 1, 2003 – September 30, 2003

BOND, SCHOENECK & KING, PLLC
ATTORNEYS AT LAW

IRS. NO. 27-0015651

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION
4317 MIDDLE SETTLEMENT ROAD
NEW HARTFORD, NY 13413-9576

<u>Matter Name</u>	<u>Fees</u>	<u>Disbursements</u>	<u>Total</u>
ASSET-BASED CREDIT FACILITY WITH CONGRESS FINANCIAL CORPORATION	\$32,910.30	\$1,168.59	\$34,078.89
Total This Invoice	\$32,910.30	\$1,168.59	\$34,078.89

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION
4317 MIDDLE SETTLEMENT ROAD
NEW HARTFORD, NY 13413-9576

For Legal Services Rendered through 09/30/03.

**ASSET-BASED CREDIT FACILITY WITH CONGRESS FINANCIAL CORPORATION
310850**

<u>Date</u>	<u>Init.</u>	<u>Hours</u>	<u>Description</u>
08/05/03	RCB	0.20	Reviewed final and signed commitment letter.
08/06/03	RCB	2.70	Reviewed commitment letter; prepared memorandum regarding real estate collateral; reviewed organizational chart to determine identity of guarantors and pledged stock; conferred with R. McDonald.
08/07/03	RCB	2.70	Reviewed past real estate records and documents; reviewed organizational chart and listed subsidiaries and affiliates; conferred with R. McDonald regarding guarantors and pledged stock; reviewed e-mails from R. McDonald and attorney for Congress.
08/08/03	RCB	4.00	Conferred with R. McDonald; participated in conference call with lender's attorneys; reviewed plan of reorganization; reviewed disclosure statement; arrange for preparation of Information Certificates.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

<u>Date</u>	<u>Init.</u>	<u>Hours</u>	<u>Description</u>
	SLJ	1.20	Participated in a conference call with the attorneys for the lender, R. McDonald and Attorney Berger and conferred with R. McDonald regarding the properties included in the financing.
	TAV	0.20	Consulted with Attorneys Berger and Johnson regarding file.
	DMM	1.00	Consulted regarding Information Certificates; drafted Information Certificates.
08/10/03	DMM	1.20	Worked on Information Certificates.
08/11/03	RCB	1.00	Prepared correspondence to Attorney Miller regarding local counsel opinion; assembled 1998 local counsel opinion; revised information certificate form.
08/12/03	RCB	3.50	Conferred with R. McDonald; conferred with Attorney Miller regarding local counsel opinion; revised information memorandum and forwarded to Attorney Miller; reviewed closing checklist and conferred with R. McDonald.
	TAV	1.50	Reviewed prior files for title documents.
	DMM	2.00	Worked on Information Certificates.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

08/13/03	RCB	1.70	Reviewed e-mails from R. McDonald regarding information to be included in the Information Certificates; conferred with R. McDonald; conferred with Canadian attorney regarding serving as local counsel; consulted with Attorney Pedro regarding local counsel needed in four states, Canada and UK.
	PJP	0.50	Consulted regarding retaining local counsel to issue opinions relating to transaction, background of transaction.
	SLJ	0.50	Conferred and corresponded with D. Smedley of First American Title Insurance Corporation regarding the coordination of the title work on the seven properties to be mortgaged.
	TAV	0.50	Consulted with Attorney Johnson regarding file; reviewed prior files.
	DMM	5.00	Worked on Information Certificates.
08/14/03	DMM	2.70	Worked on Information Certificates.
08/15/03	RCB	0.70	Conferred with R. McDonald; assembled information to be included in Information Certificates.
	TAV	2.00	Obtained copies of mortgages, surveys and title policies for U.S. properties.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

08/18/03	PJP	1.00	Conferred with attorneys in West Virginia, Kentucky, and Indiana regarding background of transaction and retained each to serve as local counsel.
	SLJ	0.50	Forwarded copies of title policies, mortgages or deeds of trust and surveys to the seven properties to be mortgaged to D. Greenstein of the Otterbourg law firm; conferred with First American regarding updating the title reports.
	TAV	0.50	Consulted with Attorney Johnson regarding file; organized copies of surveys, title policies and mortgages.
08/19/03	RCB	2.00	Conferred with R. McDonald; participated in conference call with lender's counsel to discuss closing check list and documentation issues.
	SLJ	0.20	Conferred with C. Donnelly of First American Title Insurance Company to confirm that First American had ordered updates of title of the seven properties to be mortgaged.
	DMM	11.20	Worked on Information Certificates; consulted regarding same.
08/20/03	RCB	3.00	Conferred with Canadian counsel; conferred with R. McDonald; worked on Information Certificates.
	PJP	0.70	Conferred with North Carolina attorney regarding background of transaction and retained him as local counsel.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

	DMM	0.70	Worked on Information Certificates; consulted regarding same.
08/21/03	RCB	5.00	Reviewed e-mails from R. McDonald; conferred with R. McDonald; participated in conference call with lender's attorney regarding borrowing base structure; worked on Information Certificates for SMC, Huntington Alloys and A-1 Wire and forwarded to R. McDonald; revised Information Certificates following comments from R. McDonald.
	DMM	1.70	Worked on Information Certificates; consulted regarding same.
08/22/03	RCB	1.50	Revised information certificate for Huntington alloys reviewed and revised Information Certificates for SMW Holdings, Greengrove Welding, and Udimet.
	DMM	2.00	Reviewed financing statement information; updated Information Certificates; consulted regarding same.
08/25/03	RCB	2.00	Reviewed and revised eight additional Information Certificates for subsidiaries and forwarded to R. McDonald; conferred with R. McDonald regarding termination of UCC financing statements.
	DMM	0.20	Consulted regarding subsidiary trademarks listed in Information Certificates.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

08/26/03	RCB	0.50	Conferred with R. McDonald regarding union vote at Huntington; conferred with D. Swan at McGuire Woods regarding documents needed for filing with bankruptcy court.
08/27/03	PJP	0.50	Prepared list of local counsel contracts; conferred with West Virginia counsel regarding timing/schedule of transaction.
08/28/03	DMM	1.00	Updated Information Certificates.
08/29/03	RCB	0.70	Reviewed e-mail from bankruptcy counsel with proposed filing deadlines; reviewed e-mail from A. Glover regarding information to be included in information certificate; conferred with R. McDonald.
	PJP	0.50	Worked on revised list of local counsel.
	DMM	1.00	Updated Information Certificates.
09/02/03	PJP	0.20	Circulated list of local counsel to client and individuals working on transaction.
09/03/03	RCB	0.20	Conferred with R. McDonald regarding structure of subordinated note to be held by existing lenders.
	SLJ	0.20	Conferred with C. Burdick of First American to confirm that title update orders were placed and the need to have certain surveys updated.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

09/04/03	RCB	0.70	Conferred with Attorney P. Hayden regarding documents needed for filing in Bankruptcy Court with plan supplement and coordination of financing documentation; conferred with R. McDonald.
	SLJ	0.50	Conferred and corresponded with C. Burdick of First American Title Insurance Company regarding the current title information and survey quotes to be obtained; and corresponded with D. Greenstein regarding the lender's requirements for a survey.
09/05/03	RCB	2.50	Reviewed credit agreement; telephone conference with Rod McDonald; prepared e-mail to Canadian counsel regarding status of financing.
	PJP	0.20	Consulted regarding status of transaction, local counsel.
	SLJ	0.70	Corresponded with C. Burdick of First American and surveyors in Dunkirk and New Hartford regarding redated surveys for those properties.
09/07/03	SLJ	0.50	Forwarded forms of survey certifications to R. Myers for the New Hartford property and to M. Masters for the Dunkirk property.
09/08/03	RCB	2.00	Reviewed draft of credit agreement; conferred with R. McDonald.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

	SLJ	0.50	Conferred and corresponded with C. Burdick of First American regarding the form of the survey affidavits and the exceptions that will appear in the policies where affidavits of no change are submitted.
09/09/03	RCB	3.20	Reviewed draft of credit agreement.
	SLJ	0.20	Reviewed correspondence from C. Burdick of First American regarding proposals by surveyors.
	TAV	0.50	Reviewed file correspondence regarding title; consulted with Attorney Johnson.
	DMM	0.50	Revised Information Certificates.
09/10/03	SLJ	0.20	Corresponded with C. Burdick of First American and R. McDonald of Special Metals regarding surveys.
	DMM	2.20	Revised Information Certificates; sent certificates to R. McDonald.
09/11/03	RCB	4.50	Continued review of draft of credit agreement.
	SLJ	0.20	Conferred with R. McDonald and C. Burdick regarding the status of the survey quotations and outstanding invoice relating to the 1998 survey of the Huntington, WV property.
	DMM	0.50	Revised Information Certificate for Special Metals Corporation; sent certificate to R. McDonald.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

09/12/03	RCB	7.50	Completed review of credit agreement; met with R. McDonald to discuss comments to credit agreement; conferred with D. Bias and J. Gillispie; conferred with attorney for Congress; reviewed changes to second lien term note and conferred with Attorney P. Hayden.
	SLJ	0.50	Corresponded with Aaron at International Land Services Inc. regarding a survey proposal for the property in Elkhart, IN and conferred with the surveyors for the New Hartford and Dunkirk sites regarding the status of those survey updates.
09/13/03	SLJ	0.50	Corresponded with C. Burdick and D. Greenstein regarding the form of survey exception language where affidavits of no change will be provided; and corresponded with Aaron at International Land Services, Inc., along with C. Burdick and D. Greenstein, regarding the form of surveyor's certificate.
09/15/03	RCB	1.50	Participated in conference call to discuss loan agreement.
09/16/03	RCB	3.50	Worked on revisions to credit agreement; conferred with R. McDonald; reviewed e-mail and fax from D. Bias.
	SLJ	0.50	Conferred with D. Greenstein regarding the form of surveyor's certificate and the title insurance coverage where affidavits of no change will be obtained and corresponded with R. McDonald regarding the outstanding 1998 invoice for the survey on Burnaugh, KY.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

	DMM	1.20	Revised information certificate for Udimet; drafted information certificate for Special Metals Domestic Sales Corporation.
09/17/03	RCB	4.70	Worked on revisions to credit agreement; conferred with R. McDonald; reviewed fax from D. Bias; reviewed e-mail from A. Glover with comments on credit agreement.
	PJP	0.50	Revised local counsel list and forwarded to team working on transaction; conferred with Attorney R. McDonald regarding counsel in United Kingdom.
	SLJ	0.70	Conferred with surveyors of the New Hartford and Dunkirk sites regarding the forms of survey certifications; corresponded with E. Sturch of International Land Services regarding the form of survey certification for Newton, NC; reviewed the title report for Huntington, WV; and conferred with R. McDonald regarding Huntington Alloys Corporation.
	TAV	1.70	Consulted Attorney Johnson; reviewed title report for Burnaugh, KY property.
09/18/03	RCB	4.50	Worked on revisions to credit agreement; forwarded draft to R. McDonald; conferred with R. McDonald regarding comments and made further revisions to credit agreement; forwarded revised draft to Congress Financial; reviewed borrowing base calculation projections made by J. Gillespie; prepared memorandum to Canadian counsel forwarding credit agreement for review.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

	SLJ	0.20	Conferred and corresponded with T. Putnam of International Land Services, Inc. regarding the form of survey certification for the Newton, NC site.
	TAV	2.20	Reviewed title reports for Princeton, KY, Dunkirk, NY and New Hartford, NY properties.
09/19/03	RCB	1.50	Participated in conference call with R. Dropkin and bankruptcy counsel to discuss emerging from bankruptcy; conferred with R. McDonald; reviewed draft of mortgage document.
	SLJ	0.70	Conferred with R. Johnson of Field Surveying regarding the survey update for the Huntington, WV property and the 1998 invoice for Burnaugh, KY; corresponded with C. Burdick regarding Huntington Alloys Corporation and reviewed the title report furnished to us by First American.
	TAV	1.20	Reviewed KY counsel title report comments; consulted Attorney Johnson regarding review of title reports.
	ALL	0.50	Researched corporate filing information on name change from Inco Alloys International to Huntington Alloys International.
	DMM	0.20	Revised Special Metals Domestic Sales Corp.'s Information Certificate.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

09/22/03	RCB	2.70	Reviewed and prepared comments to form of mortgage; reviewed deposit account control agreement, processor notification, landlord waiver, warehouse notification, consignee notification and licensor agreement.
	SLJ	0.20	Reviewed e-mail from D. Greenstein regarding his comments on the title reports.
	TAV	0.70	Reviewed correspondence regarding file; organized files; reviewed West Virginia title report.
09/23/03	RCB	2.00	Participated in conference call with R. McDonald and J. Gillespie to discuss Fresh Start accounting issues; reviewed spreadsheet of Fresh Start accounting issues; reviewed e-mail from K. Winters regarding structure of credit agreement for tax purposes and prepared reply to R. McDonald; made revisions to ancillary collateral documents and forwarded to lender's counsel.
	SLJ	0.20	Conferred with T. Smith of International Land Services regarding the survey certification for the North Carolina property and contacted R. Johnson regarding obtaining a written proposal to update the survey for the Huntington, WV property.
	TAV	0.50	Reviewed title report for West Virginia property.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

09/24/03	RCB	1.70	Reviewed form of local counsel opinion; met with R. McDonald and Attorney Johnson regarding mortgage issues; conferred with attorney for Congress; reviewed e-mail of comments from ERISA counsel.
	SLJ	2.50	Forwarded our comments on the standard form of mortgage to D. Greenstein; corresponded with the surveyors for the North Carolina and West Virginia sites regarding the acceptance of the survey proposals; and attended meeting with R. McDonald, T. Vanetti and Attorney Berger regarding the issues raised by the title reports and surveys.
	TAV	2.70	Prepared for meeting; attended meeting with Attorneys Johnson, Berger and R. McDonald.
09/25/03	RCB	4.20	Revised form of local counsel opinion; conferred with R. McDonald; conferred with lender's counsel regarding various collateral documents; prepared forms of opinions for City of Princeton and OCIDA; prepared e-mail correspondence to lender's counsel.
	SLJ	0.50	Corresponded with E. Sturch and R. Johnson regarding the updated surveys on North Carolina and West Virginia.
	SLJ	0.20	Conferred and corresponded with L. DiPoala of the Devorsetz law firm regarding the mechanic's lien held by Mullin Industrial Handling Corp.
	TAV	1.20	Reviewed correspondence regarding surveys and title reports; reviewed title reports for IN and NC.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

	DMM	0.20	Revised Information Certificates.
09/26/03	RCB	3.00	Reviewed loan agreement for Ex-Im Bank forwarded by R. McDonald; consulted with Attorney Zaccheo regarding review of E-Im Bank agreement; conferred with R. McDonald; worked on drafts of the City of Princeton and OCIDA opinions and forwarded to lender's counsel; reviewed revised drafts of Information Certificates; reviewed closing index and identified issues to be addressed; prepared e-mail correspondence to R. McDonald.
	PJZ	0.50	Consulted regarding Exian Bank Guaranty Program; examined law regarding same.
	TAV	1.20	Reviewed updated survey for New Hartford, NY property; reviewed correspondence regarding surveys and title reports; distributed survey.
	DMM	1.70	Revised Information Certificates.
09/29/03	RCB	3.20	Conferred with R. McDonald regarding Information Certificates and financing issues; participated in conference call with J. Gillespie and UK personnel regarding financing; reviewed e-mails from lender's counsel; participated in conference call with lender's counsel.
	PJZ	1.70	Reviewed Ex-Im Bank documentation.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

	SLJ	0.20	Conferred and corresponded with S. Baker of International Land Services, Inc. and C. Burdick of First American regarding the update of the survey of the Newton, NC facility.
	ALL	0.50	Conferred with CT Corporation regarding states qualified to do business in for Special Metals Corporation, Special Metals Domestic Sales Corp., Huntington Alloys Corporation and A-1 wire Tech, Inc.; consulted regarding same.
	DMM	2.50	Revised Information Certificates.
09/30/03	RCB	1.50	Conferred with attorney for OCIDA regarding documents needed for closing; conferred with R. McDonald; worked on Information Certificates; conferred with Canadian counsel regarding his comments to credit agreement.
	PJZ	0.70	Prepared for and attended conference call with R. McDonald regarding Ex-Im Bank program; consulted regarding same.
	SED	4.70	Performed legal research in United States Patent and Trademark Office database system in connection with all pending and issued U.S. patents/applications and pending and registered U.S. trademarks for Special Metals Corporation, Huntington Alloys Corporation, A-1 Wire Tech, Inc. and Special Metals Domestic Sales Corporation; office conference with Attorney Berger in connection with this matter.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

DMM 1.00 Revised Information Certificates.

Total Fees for Matter: \$32,910.30

Matter Summary by Name

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
R.C.Berger	85.80	\$280.00	\$24,024.00
S.L.Johnson	12.30	280.00	3,444.00
P.J.Pedro	4.10	240.00	984.00
P.J.Zaccheo	2.90	215.00	623.50
D.M.McCann	39.70	135.00	5,359.50
S.E.Denny	4.70	100.00	470.00
A.L.Labarge	1.00	85.00	85.00
T.A.Vanetti	16.60	95.00	1,577.00
	<hr/>		<hr/>
	167.10		36,567.00
Less 10% Discount			3656.70
Total	<hr/>		<hr/>
	167.10		\$32,910.30

BOND, SCHOENECK & KING, PLLC
ATTORNEYS AT LAW

IRS. NO. 27-0015651

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION

Matter Disbursement Summary

Copy Charges	\$314.65
Courier Service	38.04
Document Fee (CT Corporation)	690.50
Fax Charges	76.50
Long Distance Telephone Charges	48.90
	<hr/>
Total Disbursements	\$1,168.59

TOTAL FOR THIS MATTER \$34,078.89

BOND, SCHOENECK & KING, PLLC
ATTORNEYS AT LAW

IRS. NO. 27-0015651

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

October 31, 2003
Bill Number: 19214524

SPECIAL METALS CORPORATION
4317 MIDDLE SETTLEMENT ROAD
NEW HARTFORD, NY 13413-9576

REMITTANCE ADVICE

(Please return this page with your payment)

Client ID: 014968

Matter 310850

Total Legal Services	\$32,910.30
Total Disbursements	1,168.59
Total for Bill Number : 19214524	<u><u>\$34,078.89</u></u>

Bond, Schoeneck & King, PLLC
Detailed Invoice

October 1, 2003 – October 31, 2003

BOND, SCHOENECK & KING, PLLC
ATTORNEYS AT LAW

IRS. NO. 27-0015651

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

November 19, 2003
Bill Number: 19217019

ROBERT F. DROPKIN
SPECIAL METALS CORPORATION
4317 MIDDLE SETTLEMENT ROAD
NEW HARTFORD, NY 13413-9576

<u>Matter Name</u>	<u>Fees</u>	<u>Disbursements</u>	<u>Total</u>
ASSET-BASED CREDIT FACILITY WITH CONGRESS FINANCIAL CORPORATION	\$60,987.15	\$4,482.75	\$65,469.90
Total This Invoice	<u>\$60,987.15</u>	<u>\$4,482.75</u>	<u>\$65,469.90</u>

Accounts Are Due Within 30 Days.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

November 19, 2003
Bill Number: 19217019

ROBERT F. DROPKIN
SPECIAL METALS CORPORATION
4317 MIDDLE SETTLEMENT ROAD
NEW HARTFORD, NY 13413-9576

For Legal Services Rendered through 10/31/03.

**ASSET-BASED CREDIT FACILITY WITH CONGRESS FINANCIAL CORPORATION
310850**

<u>Date</u>	<u>Init.</u>	<u>Hours</u>	<u>Description</u>
10/01/03	RCB	1.30	Conferred with R. McDonald; consulted with Attorney McCann regarding restatement of intercompany notes; prepared e-mail correspondence to R. McDonald; prepared for meeting with EDGE.
	SED	1.30	Finalized intellectual property research data and prepared memo to Attorney Berger.
	DMM	4.00	Revised Information Certificates; drafted Amended and Restated Promissory Notes; conferred with R. McDonald regarding revisions; consulted regarding Promissory Notes.
10/02/03	DLN	2.50	Researched patents and patent applications assigned to various subsidiaries and relating companies of Special Metals, Huntington Alloys, and Inco Alloys; consulted with Attorney McCann regarding interpretation of search results and expiration of various patents.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

November 19, 2003
Bill Number: 19217019

SPECIAL METALS CORPORATION

<u>Date</u>	<u>Init.</u>	<u>Hours</u>	<u>Description</u>
	RCB	3.80	Attended meeting in Utica with EDGE to discuss modification of employment covenants and loan documents; conferred with R. McDonald; prepared e-mail correspondence to lender's counsel; prepared correspondence to OCIDA; prepared OCIDA landlord agreement.
	PJP	2.00	Reviewed lender's proposed local counsel opinion and worked on suggested revisions.
	DMM	3.50	Revised Information Certificates; drafted Amended and Restated Promissory Notes; conferred with R. McDonald regarding revisions; consulted regarding Promissory Notes.
10/03/03	RCB	0.30	Conferred with R. McDonald regarding borrowing base issues.
	DMM	0.30	Revised Information Certificates.
10/04/03	RCB	4.30	Reviewed latest draft of Credit Agreement.
	SLJ	0.30	Forwarded a draft of a form of corporate resolution for review by C. Burdick of First American.
10/05/03	DMM	4.30	Revised Information Certificates.
10/06/03	RCB	7.00	Reviewed e-mails from lender's counsel; conferred with J. Gillespie; conferred with lender's attorney; met with R. McDonald to discuss comments to latest draft of agreement.
	PJZ	0.30	Reviewed correspondence from R. McDonald.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

November 19, 2003
Bill Number: 19217019

SPECIAL METALS CORPORATION

<u>Date</u>	<u>Init.</u>	<u>Hours</u>	<u>Description</u>
	TAV	0.30	Reviewed correspondence regarding corporate resolutions.
	DMM	8.30	Revised Information Certificates; conferred with R. McDonald regarding Information Certificates.
10/07/03	RCB	7.50	Reviewed e-mails from J. Gillespie; prepared e-mail correspondence to J. Gillespie; conferred with R. McDonald; met with R. McDonald; participated in conference call with lender's counsel to discuss comments to latest draft of Credit Agreement with Congress Financial.
	PJZ	0.30	Consulted regarding status of Congress negotiations.
	SLJ	0.30	Corresponded with D. Greenstein regarding the status of the initial drafts of the mortgage instruments.
	DMM	1.80	Revised Information Certificates; conferred with M. Brooks; reviewed Intercreditor Agreement.
10/08/03	RCB	4.00	Conferred with lender's counsel; reviewed e-mail correspondence from R. McDonald; consulted regarding closing deliverables; consulted regarding Credit Lyonnais Credit Agreement.
	PJP	1.30	Consulted regarding local counsel opinions and Intercreditor Agreement; wrote local counsel enclosing proposed opinion and loan agreement; conferred with Indiana counsel regarding opinion.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

November 19, 2003
Bill Number: 19217019

SPECIAL METALS CORPORATION

<u>Date</u>	<u>Init.</u>	<u>Hours</u>	<u>Description</u>
	SLJ	0.30	Reviewed form of local counsel's opinion relating to the forms of mortgages and forwarded comments to Attorney Pedro.
	ALL	1.50	Reviewed tentative document list for Congress Financial; consulted regarding documents for ordering.
	DMM	3.00	Revised Information Certificates.
10/09/03	RCB	7.50	Conferred with R. McDonald; reviewed e-mails from R. McDonald; prepared e-mail correspondence to M. Miller; participated in conference call with M. Miller regarding Congress Credit Agreement issues; consulted with Attorney McCann regarding preparation of Credit Agreement schedules and resolutions; reviewed draft of Credit Lyonnais Credit Agreement.
	PJZ	0.30	Conferred with R. McDonald regarding status of Ex-Im Agreements.
	TAV	0.50	Reviewed updated survey for Dunkirk, NY property and forwarded to attorneys and title company; called and left message with surveyors regarding Huntington, WV and Newton, NC status.
	DMM	5.30	Revised Information Certificates; conferred with R. McDonald regarding resolutions; consulted regarding Intercreditor Agreement; worked on Schedules to Collateral Assignment Agreements.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

November 19, 2003
Bill Number: 19217019

SPECIAL METALS CORPORATION

<u>Date</u>	<u>Init.</u>	<u>Hours</u>	<u>Description</u>
10/10/03	RCB	4.50	Participated in conference call to discuss UK issues; participated in conference call with R. McDonald to discuss comments to Credit Lyonnais Loan Agreement; reviewed e-mails from R. McDonald; prepared e-mail correspondence to R. McDonald.
	PJP	2.30	Reviewed Credit Lyonnais' Loan Agreement; conference call with R. McDonald to review Loan Agreement.
	SLJ	0.30	Conferred with T. Vanetti regarding the status of the surveys and obtaining policies and certifications for Credit Lyonnais.
	TAV	0.80	Conferred with title company and surveyors regarding Credit Lyonnais mortgage.
	DMM	3.80	Revised Information Certificates; worked on Schedules to Collateral Assignment Agreements.
10/11/03	RCB	4.00	Participated in conference call with D. Wanlass, R. McDonald, J. Gillespie and B. Shaw to discuss Credit Agreement; conferred with R. McDonald; worked on revisions to Credit Lyonnais Loan Agreement.
10/12/03	RCB	4.00	Revised Credit Lyonnais Loan Agreement and forwarded draft to R. McDonald; conferred with R. McDonald and made further revisions; forwarded draft to Credit Lyonnais attorney; reviewed revised draft of Congress Loan Agreement.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

November 19, 2003
Bill Number: 19217019

SPECIAL METALS CORPORATION

<u>Date</u>	<u>Init.</u>	<u>Hours</u>	<u>Description</u>
	DMM	1.50	Worked on Schedules for Credit Lyonnais Term Loan and Security Agreement; worked on Schedules to Collateral Assignment Agreements.
10/13/03	RCB	6.80	Completed review of latest draft of Congress Loan Agreement and conferred with R. McDonald regarding comments to agreement; reviewed Intercreditor Agreement, Pledge and Security Agreement and Patent Security Agreement; participated in conference call with A. Glover and UK counsel to discuss comments to Loan Agreement.
	PJP	2.30	Wrote local counsel enclosing copy of revised Loan Agreement; worked on revisions to local counsel agreement; reviewed marked-up agreement with Credit Lyonnais and Loan Agreement with Congress Financial.
	TAV	0.30	Reviewed e-mail correspondence regarding mortgage, surveys and title review.
	ALL	3.50	Worked on ordering good standings on Special Metals, Huntington Alloys, A-1 Wire Tech and Special Metals Domestic Sales from various states qualified to do business; reviewed UCC searches for terminations of Credit Lyonnais filings.
	DMM	6.00	Worked on Schedules for Credit Lyonnais Term Loan and Security Agreement; worked on Schedules to Collateral Assignment Agreements.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

November 19, 2003
Bill Number: 19217019

SPECIAL METALS CORPORATION

<u>Date</u>	<u>Init.</u>	<u>Hours</u>	<u>Description</u>
10/14/03	RCB	6.50	Reviewed and revised Intercreditor Agreement, Term Note, Subordination Agreement, Fee Letter, Patent Trademark and Copyright Security Agreements and form of Guaranty; conferred with R. McDonald regarding Intercreditor Agreement; prepared e-mail correspondence to J. Gillespie; prepared e-mail correspondence to lender's counsel.
	PJP	0.50	Conferred with local counsel in Indiana regarding closing; worked on local counsel opinion.
	TAV	1.30	Reviewed pro-forma policies for KY; reviewed UCC searches; conferred via facsimile with surveyors regarding revised certifications.
	ALL	3.30	Reviewed consignment contracts; researched UCC searching jurisdictions; prepared list re jurisdictions for searching.
	DMM	5.50	Worked on Schedules for Term Loan and Security Agreement; Revised Board of Directors resolutions approving loan transactions and electing R. McDonald; drafted schedules for Congress Loan and Security Agreement; worked on Schedules to Collateral Assignment Agreements; conferred with A. Velez regarding patent searches.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

November 19, 2003
Bill Number: 19217019

SPECIAL METALS CORPORATION

10/15/03	RCB	7.30	Provided comments to latest draft of Loan Agreement and forwarded to Attorney Miller; revised Subordination Agreement for Class 6A note holder; participated in conference call with R. McDonald and Attorney Miller; participated in conference call with R. McDonald and Attorney Hayden regarding closing payments under plan of reorganization.
	SLJ	0.80	Reviewed the second draft of the form of Mortgage and consulted with T. Vanetti regarding the status of the title reports and surveys.
	TAV	1.30	Reviewed e-mail correspondence; reviewed title notes and list of outstanding title documents.
	ALL	1.80	Conferred with CT Corporation re UCC searches on consignment property agreements; reviewed good standings and certified copies of corporate charters for Special Metals Corporation, Huntington Alloys and Special Metals Domestic Sales.
	DMM	5.00	Worked on Schedules for Term Loan and Security Agreement; revised Board of Directors resolutions approving loan transactions and electing R. McDonald; worked on Schedules to Collateral Assignment Agreements.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

November 19, 2003
Bill Number: 19217019

SPECIAL METALS CORPORATION

10/16/03	RCB	6.30	Conferred with R. McDonald, attorney for OCIDA, attorney for City of Princeton, attorney for Congress and attorney for Credit Lyonnais; prepared correspondence to attorney for OCIDA; worked on corporate resolutions; participated in conference call to discuss Ex-Im Bank financing; conferred with D. Bias.
	TAV	0.80	Reviewed pro-forma policies for NYS properties.
	DMM	6.80	Worked on Schedules for Term Loan and Security Agreement; conferred with S. Miazga regarding patents; worked on Schedules to Collateral Assignment Agreements.
10/17/03	RCB	5.50	Reviewed numerous e-mails from R. McDonald; conferred with R. McDonald; consulted with Attorney Johnson regarding real estate issues; worked on Special Metals resolutions and forwarded drafts for review; participated in conference call with R. McDonald, D. McCann and A. LaBarge regarding closing checklist of documents needed for Congress transaction; conferred with attorney for Credit Lyonnais.
	PJP	0.30	Reviewed revised Credit Lyonnais agreement.
	SLJ	2.30	Conferred with T. Vanetti regarding the status of the pro-forma title reports and surveys; conferred with C. Burdick and K. Boras regarding distributing the pro-forma for review by K. Boras; and corresponded with L. Poala regarding the status of obtaining a discharge of a mechanic's lien in escrow.

BOND, SCHOENECK & KING, PLLC

PCL XL error

ATTORNEYS AT LAW

IRS. NO. 27-0015651

Subsystem: KERNEL

One Lincoln Center
Syracuse, New York 13202-1355

Operator: 0x1b

TEL: (315) 218-8000

FAX: (315) 218-8100

Position: 1044

November 19, 2003
Bill Number: 19217019

SPECIAL METALS CORPORATION

	TAV	3.30	Consulted with Attorneys Johnson and Berger regarding title issues; conferred with title company and bank attorneys regarding title; reviewed e-mails regarding pro-forma; reviewed NC survey.
	ALL	2.50	Reviewed schedules; reviewed good standing certificates; participated in conference call regarding tentative document list for Congress Financial transaction.
	DMM	4.00	Worked on Schedules for Term Loan and Security Agreement; conferred with R. McDonald regarding closing checklist; worked on Schedules to Collateral Assignment Agreements.
10/18/03	RCB	1.80	Worked on proposed opinion letter; worked on resolutions; conferred with R. McDonald; prepared for meetings with Congress Financial and Credit Lyonnais.
10/20/03	RCB	12.00	Traveled to NYC; attended meeting with Congress Financial and attorneys to negotiate terms of Credit Agreement.
	PJP	0.80	Reviewed revised Credit Lyonnais agreement; prepared for conference.
	SLJ	0.50	Conferred with D. Greenstein regarding our comments on the most recent draft of the form of Mortgage.

Accounts Are Due Within 30 Days.

One Lincoln Center
Syracuse, New York 13202-1355

TEL: (315) 218-8000
FAX: (315) 218-8100

November 19, 2003
Bill Number: 19217019

SPECIAL METALS CORPORATION

	TAV	1.50	Reviewed e-mail correspondence regarding proformas; reviewed closing checklist; wrote letter forwarding WV surveys; called and left message with surveyors.
	DMM	2.50	Worked on Schedules for Congress Loan and Security Agreement; drafted resolutions for subsidiaries.
10/21/03	RCB	10.30	Reviewed latest draft of loan agreement from Credit Lyonnais; attended meeting with Credit Lyonnais and attorneys to negotiate Loan Agreement; returned to Syracuse.
	PJP	0.30	Consulted regarding Credit Lyonnais agreement.
	DMM	7.30	Worked on Schedules for Congress Loan and Security Agreement; worked on resolutions for subsidiaries; consulted regarding closing matters; worked on Schedules for Credit Lyonnais Term Loan and Security Agreement.
10/22/03	RCB	4.80	Conferred with R. McDonald; reviewed e-mails from J. Gillespie; prepared e-mail correspondence to J. Gillespie; reviewed and revised intercompany Promissory Note; reviewed draft of Intercompany Subordination Agreement.
	TAV	0.30	Reviewed closing checklist.
	ALL	0.50	Reviewed closing document list for Credit Lyonnais closing.