

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

	DMM	1.50	Worked on schedules for Credit Lyonnais Term Loan and Security Agreement.
10/23/03	RCB	6.00	Reviewed e-mails from R. McDonald, J. Gillespie and A. Glover; prepared e-mail responses; met with Attorneys Pedro and McCann to discuss Credit Lyonnais closing check list; conferred with R. McDonald; revised Subordination Agreement and forwarded to Congress' attorney; conferred with Attorney Miller regarding A.M. Castle trade acceptance program; prepared correspondence to Credit Lyonnais' attorneys regarding resolution.
	PJP	2.00	Reviewed revised Credit Lyonnais agreement; consulted regarding agreement, closing issues.
	SLJ	0.30	Corresponded with C. Burdick regarding obtaining quotations for title insurance premiums for both Congress and Credit Lyonnais.
	TAV	0.50	Called surveyors for West Virginia, Dunkirk and New Hartford properties regarding status of surveys; conferred with title company regarding Elkhart, IN pro forma.
	TAV	0.50	Reviewed release of mechanic's lien and reviewed recertified survey for New Hartford property and forwarded to attorneys, title company and client.
	ALL	0.30	Wrote Credit Lyonnais counsel regarding good standing reports already received.
	DMM	5.30	Worked on schedules for Credit Lyonnais Term Loan Agreement; consulted regarding same.

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

10/24/03	RCB	5.80	Worked on resolutions of subsidiary companies; conferred with R. McDonald; prepared e-mails to J. Gillespie; prepared e-mail correspondence to attorneys for Congress and Credit Lyonnais; revised Investment Property Pledge Agreement; reviewed revised draft of Credit Lyonnais Loan Agreement.
	PJP	0.80	Consulted regarding revisions to Credit Lyonnais Loan Agreement, schedules.
	DMM	2.30	Worked on schedules for Credit Lyonnais Term Loan Agreement; worked on Schedules for the Congress Financial Loan and Security Agreement; drafted schedules to Pledge and Security Agreement with Credit Lyonnais.
10/25/03	RCB	1.50	Worked on opinion letter to be given to Congress Financial at closing.
10/27/03	RCB	6.30	Forwarded resolutions to A. Glover and Canadian counsel for adoption; conferred with R. McDonald; reviewed schedules to Congress agreement and schedules to Credit Lyonnais; revised Credit Lyonnais Term Loan Agreement and forwarded revised draft to attorneys for Credit Lyonnais.
	PJP	2.30	Conference call with Attorney McDonald regarding revisions to Loan Agreement with Credit Lyonnais; revised local counsel opinion proposed by Congress Financial.

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

	SLJ	0.30	Reviewed and commented upon the form of opinion of local counsel and forwarded the comments to Attorney Pedro.
	TAV	0.30	Wrote letter enclosing Dunkirk survey; wrote letter to R. McDonald enclosing survey invoices.
	ALL	3.00	Reviewed UCC searches regarding consignment agreements; prepared memo regarding proper notification on inventory filers prior to Special Metals and/or Huntington Alloys inventory filings.
	DMM	6.00	Worked on Schedules for Credit Lyonnais Term Loan Agreement; worked on Schedules for the Congress Financial Loan and Security Agreement; consulted regarding Credit Lyonnais Schedules; revised Information Certificates.
10/28/03	RCB	3.80	Conferred with R. McDonald; reviewed revised borrowing base calculation received from J. Gillespie; prepared e-mail correspondence to R. McDonald; conferred with R. Dropkin regarding patents; worked on opinion letter to be delivered at closing; consulted regarding schedules to Congress Credit Agreement.
	PJP	0.80	Revised local State counsel opinion and sent to Congress Financial's counsel; wrote Credit Lyonnais' counsel regarding local counsel 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

	SLJ	0.30	Conferred with C. Burdick regarding the status of obtaining title insurance premium quotations; and consulted with T. Vanetti regarding the status of the surveys and pro-forma policies.
	TAV	0.30	Reviewed e-mails regarding title issues; consulted Attorney Johnson regarding status.
	ALL	3.00	Revised memo regarding consignment agreements and UCC filings re same; reviewed updated UCC searches on Special Metals entities.
	DMM	4.50	Worked on Schedules for Credit Lyonnais Term Loan Agreement; worked on Schedules for the Congress Financial Loan and Security Agreement; conferred with R. McDonald regarding Credit Lyonnais Schedules; revised Information Certificates.
	EEM	1.50	Researched definitions of investment companies and holding companies under the Investment Company Act of 1940 and the Public Utility Holding Company Act of 1935 for purposes of legal opinion.
10/29/03	RCB	4.30	Conferred with R. McDonald; reviewed comments to Canadian collateral documents prepared by Canadian counsel; conferred with Canadian counsel; prepared correspondence to J. Gillespie regarding accounting issues; reviewed Credit Lyonnais comments to Intercreditor Agreement; commenced review of revised draft of Congress Loan Agreement; prepared e-mail correspondence to R. Dropkin.

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

PJP	2.80	Reviewed schedules for Credit Lyonnais agreement; wrote local counsel enclosing revised Congress Financial Loan Agreement; conferred with West Virginia and North Carolina local counsel regarding ancillary documents; conferred with Congress Financial's attorney regarding form of mortgage, ancillary documents.
SLJ	1.50	Reviewed the preliminary reports on title for each of the properties; conferred with K. Boras regarding her preparation of the discharge instruments for Credit Lyonnais; conferred with B. Johnson regarding the status of the West Virginia survey; conferred with the title company and Deana Newhouse regarding the North Carolina property and amending the legal description to exclude the parcel conveyed to DOT; and conferred with C. Burdick regarding the open items and statement of the title insurance premium.
TAV	2.30	Reviewed pro-formas and title documents; called surveyor for WV and left message; consulted Attorney Johnson regarding status of files.
ALL	4.00	Worked on UCC termination statements; ordered UCC searches against Integris Metals in New York and California; obtained UCC copies from New York Secretary of State; conferred with and wrote A. Velez re Delaware entity numbers.
DMM	2.30	Worked on Schedules for the Congress Financial Loan and Security Agreement; revised Information Certificates.

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

	EEM	2.50	Researched "investment company" and "holding company" definitions under particular statutes; wrote memorandum regarding definitions of investment company and holding company and exemptions from these definitions.
10/30/03	RCB	7.80	Completed review of latest draft of Congress Loan Agreement; conferred with R. McDonald regarding comments to Loan Agreement; conferred with attorney for Congress; consulted with Attorney McCann regarding changes in closing checklist; prepared e-mail correspondence to R. McDonald; revised Congress Loan Agreement.
	PJP	1.00	Reviewed due diligence list requested by local counsel; consulted regarding revisions to Schedules; conferred with McGuire, Woods regarding obtaining an opinion as Illinois local counsel.
	SLJ	0.30	Conferred with B. Johnson regarding the status of the West Virginia survey and D. Newhouse regarding the North Carolina survey and revising the North Carolina legal description to exclude the DOT Parcel.
	TAV	4.30	Drafted survey affidavits, owners affidavits and gap indemnity affidavit for KY, NY, NC, WV and IN properties.
	ALL	2.50	Worked on preparing UCC-3 termination statements regarding Credit Lyonnais filings.

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

	DMM	2.30	Worked on Schedules for the Congress Financial Loan and Security Agreement; revised Information Certificates.
10/31/03	RCB	4.80	Conferred with R. McDonald regarding additional comments to latest draft of Congress Loan Agreement; revised Loan Agreement; conferred with lender's counsel; reviewed e-mail correspondence from J. Gillespie and D. Bias.
	PJP	0.30	Conferred with McGuire, Woods regarding Illinois local counsel opinion.
	ALL	4.00	Worked on UCC-3 terminations for Credit Lyonnais; wrote A. Velez regarding good standing reports; prepared letter regarding Integris Metals; prepared Exhibit for opinion letter regarding states SMC entities are qualified in.
	DMM	1.80	Revised Information Certificates; revised Schedules to Patent Collateral Assignment and Security Agreement.

Total Fees for Matter:

\$60,987.15

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

SPECIAL METALS CORPORATION

<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
R.C.Berger	149.80	\$280.00	\$41,944.00
S.L.Johnson	7.50	280.00	2,100.00
P.J.Pedro	19.80	240.00	4,752.00
P.J.Zaccheo	0.90	215.00	193.50
E.N.Maloney	4.00	135.00	540.00
D.M.McCann	98.90	135.00	13,351.50
D.L.Nocilly	2.50	175.00	437.50
S.E.Denny	1.30	105.00	136.50
A.L.Labarge	29.90	85.00	2,541.50
T.A.Vanetti	18.60	95.00	1,767.00
	<hr/>		<hr/>
	333.20		67,763.50
Less 10% Discount			6776.35
Total	<hr/>		<hr/>
	333.20		\$60,987.15

Accounts Are Due Within 30 Days.

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

SPECIAL METALS CORPORATION

Matter Disbursement Summary

Copy Charges	\$204.70
Courier Service	147.32
Document Fee	1,922.26
Fax Charges	82.50
Filing Fee	100.00
Long Distance Telephone Charges	148.48
Postal Service	3.92
Title Search	1,338.13
Travel Expense	535.44
	<hr/>
Total Disbursements	\$4,482.75

TOTAL FOR THIS MATTER \$65,469.90

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

REMITTANCE ADVICE

(Please return this page with your payment)

Client ID: 014968

Matter 310850

Total Legal Services
Total Disbursements

\$60,987.15
4,482.75

Total for Bill Number : 19217019

\$65,469.90

Accounts Are Due Within 30 Days.

Bond, Schoeneck & King, PLLC
Detailed Invoice

November 1, 2003 – November 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

December 23, 2003
Bill Number: 19220696

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	\$88,668.45	\$5,661.05	\$94,329.50
Total This Invoice	\$88,668.45	\$5,661.05	\$94,329.50

Accounts Are Due Within 30 Days.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

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

For Legal Services Rendered through 11/30/03.

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

<u>Date</u>	<u>Init.</u>	<u>Hours</u>	<u>Description</u>
11/01/03	RCB	3.50	Worked on draft of opinion letter and forwarded to Attorney Miller; reviewed draft of Termination Agreement terminating Credit Lyonnais liens.
11/02/03	SLJ	0.80	Reviewed initial drafts of the mortgages for the New Hartford and Dunkirk facilities.
11/03/03	RCB	5.50	Conferred with R. McDonald; conferred with attorneys for Congress Financial and Credit Lyonnais; prepared e-mail correspondence to attorney for Congress and Credit Lyonnais; revised Patent and Trademark Security Agreement; revised Termination Agreement; conferred with R. Dropkin regarding patents and trademarks to be abandoned.
	PJP	0.30	Conferred with McGuire, Woods regarding Illinois local counsel opinion; reviewed Credit Lyonnais agreement.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

<u>Date</u>	<u>Init.</u>	<u>Hours</u>	<u>Description</u>
	SLJ	0.30	Reviewed the form of mortgage for the Dunkirk facility prepared by D. Greenstein; conferred with S. Yovanof of the title company regarding the tax map numbers for Dunkirk; forwarded our comments on the Dunkirk form of mortgage to D. Greenstein and conferred with D. Greenstein regarding those comments.
	SLJ	0.30	Reviewed the form of mortgage for the New Hartford facility prepared by D. Greenstein; forwarded our comments on the New Hartford form of mortgage to D. Greenstein; and conferred with D. Greenstein regarding our comments on the New Hartford form of mortgage.
	SLJ	0.10	Reviewed portions of the mortgage form for Princeton, KY, Bernaugh, KY and Elkhart, IN prepared by D. Greenstein.
	SLJ	0.10	Conferred with R. McDonald regarding obtaining seven certified copies of the Order Confirming the Plan and D. Greenstein's refusal to make certain changes in the forms of mortgages.
	SLJ	0.10	Conferred with C. Burdick and D. Greenstein regarding the legend to be added to the New York forms of mortgages and filing the Order Confirming the Amended Plan for title purposes and to obtain the exemption from the payment of the mortgage tax.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	SLJ	0.50	Prepared an initial draft of an Estoppel Certificate and Consent to Leasehold Mortgage for the New Hartford facility.
	SLJ	0.10	Conferred with D. Newhouse regarding the status of the legal description and survey of the North Carolina property to exclude the property conveyed to the Department of Transportation.
	TAV	1.50	Consulted Attorney Johnson regarding proposed mortgage for Dunkirk and New Hartford; revised owner affidavits.
	ALL	1.50	Worked on UCC-3 terminations; consulted regarding Integris Metals.
	DMM	2.70	Revised Information Certificates.
	DMM	0.90	Revised Schedules to Patent Collateral Assignment and Security Agreement.
	DMM	0.10	Consulted regarding Termination Agreement Schedules.
11/04/03	RCB	5.80	Conferred with R. McDonald; reviewed e-mail correspondence from Canadian counsel; prepared e-mail correspondence to Canadian counsel regarding merger of Canadian subsidiaries; reviewed revised collateral documents; reviewed e-mail from Credit Lyonnais attorney regarding collateral documents; arranged for distribution of mortgages to local counsel participated in conference call with M. Miller and R. McDonald to discuss comments to Congress Credit Agreement.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

EJK	0.30	Reviewed opinion letter to Congress Financial.
PJP	1.10	Consulted regarding form of mortgage; wrote local counsel in each state enclosing Congress Financial documents for their review; conferred with Indiana counsel regarding closing issues; examined correspondence from Congress Financial's attorney regarding revisions to local counsel's opinion and considered revisions.
SLJ	0.10	Forwarded the latest draft of the fee and leasehold mortgage to M. Stephens, the attorney for the Oneida County Industrial Development Agency.
SLJ	1.00	Reviewed the latest draft of the mortgages for Bernaugh, KY, Princeton, KY, Newton, NC, Huntington, WV, New Hartford, NY and Elkhart, IN; and conferred with D. Greenstein regarding our approval of those forms.
SLJ	0.10	Conferred and corresponded with B. Johnson of Field Survey Company regarding lender's requirements relating to the survey of the Huntington, WV facility.
TAV	2.30	Consulted Attorney Johnson regarding Princeton and New Hartford properties; consulted Attorney Johnson regarding mortgage documents and estoppel certificate.
ALL	2.50	Worked on UCC-3 terminations relating to Credit Lyonnais.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	DMM	0.70	Reviewed existing mortgages.
	DMM	0.50	Updated Schedules to Congress Financial Loan and Security Agreements.
11/05/03	RCB	4.30	Participated in conference call with M. Miller and R. McDonald to discuss insurance company and PBGC appeals in Bankruptcy Court; reviewed McGuire Woods memo regarding PBGC appeal; reviewed memorandum from K. Winters regarding recapitalization; conferred with R. McDonald; consulted with Attorney McCann regarding termination of existing patent and trademark lien filings.
	PJP	3.20	Wrote Congress Financial's attorney regarding proposed revision to local counsel's opinion letter; responded to attorney and considered alternative opinion letter language; reviewed Credit Lyonnais' proposed pledge agreement, patent security agreement, and copyright security agreement; wrote Credit Lyonnais' attorney regarding revisions to pledge agreement; conferred with Kentucky local counsel regarding closing issues.
	SLJ	0.10	Reviewed correspondence from C. Burdick of First American regarding a form of mortgage tax exemption affidavit.
	SLJ	0.10	Reviewed revised form of Estoppel Certificate and Consent for the New Hartford and Princeton facilities.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	DMM	0.20	Consulted regarding Credit Lyonnais Releases of Patents and Trademarks.
	DMM	0.40	Reviewed Patents and Trademarks that are to be abandoned.
11/06/03	RCB	1.10	Conferred with R. McDonald on numerous occasions regarding financing issues.
	RCB	0.20	Reviewed e-mail from Canadian counsel regarding amalgamation of Canadian subsidiary and prepared e-mail correspondence to Canadian counsel.
	RCB	0.10	Prepared e-mail correspondence to R. Dropkin regarding discontinuance of patents and trademarks.
	RCB	1.00	Reviewed and revised Intercreditor Subordination Agreement and forwarded comments to lender's counsel.
	RCB	0.20	Reviewed revisions to UCC financing statements and Credit Lyonnais comments to Termination Agreement.
	PJP	0.30	Worked on revisions to local counsel's opinion to Congress Financial.
	PJP	0.50	Consulted regarding opinion language; worked on proposed language.
	PJP	0.10	Examined correspondence from West Virginia counsel regarding deed of trust issues.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

SLJ	0.10	Conferred and corresponded with R. McDonald and D. Newhouse regarding the additional work to be performed on the survey of the North Carolina facility.
SLJ	0.20	Prepared a draft of a mortgage tax exemption affidavit and forwarded the draft to C. Burdick and D. Greenstein.
SLJ	0.10	Forwarded a form of Estoppel Certificate and Consent to C. Burdick and D. Greenstein for review.
SLJ	0.10	Consulted with P. Pedro regarding the form of local counsel's opinion.
ALL	0.20	Revised UCC-1 against Integrus Metals, Inc..
ALL	0.10	Arranged for filing of UCC-1 against Integrus Metals, Inc..
ALL	0.50	E-mailed correspondence regarding prepared UCC-3 terminations for Credit Lyonnais.
ALL	0.20	Conferred with A. Velez regarding consignment UCC filings.
ALL	1.00	Reviewed consignment agreements; wrote A. Velez regarding jurisdictions of consignments.
DMM	2.40	Updated Information Certificates.
DMM	1.30	Drafted Schedules to Credit Lyonnais Pledge and Security Agreement.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

11/07/03	DLN	1.50	Consulted with Attorney McCann regarding assignment records in the Patent Office; reviewed closing documents regarding security interests; researched filing of assignment documents.
	RCB	0.20	Reviewed form of mortgages from Credit Lyonnais and prepared e-mail correspondence to Attorney Johnson.
	RCB	0.10	Reviewed memo from P. Winters regarding intercreditor issues.
	RCB	0.70	Conferred with R. McDonald regarding intercreditor issues and PBGC matters.
	RCB	1.40	Reviewed UK Share Mortgage to be signed by Special Metals.
	RCB	1.00	Reviewed form of opinion letter to be given to Credit Lyonnais.
	RCB	0.10	Conferred with R. Dropkin regarding patents and trademarks.
	EJK	0.20	Reviewed proposed opinion letter to Congress Financial.
	PJP	0.20	Examined correspondence from West Virginia local counsel regarding real estate issues.
	PJP	0.20	Worked on local counsel opinion letter and sent to Congress Financial's attorney.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	PJP	0.20	Worked on letter to Credit Lyonnais' attorney regarding intellectual property agreements.
	PJP	0.30	Revised memo from West Virginia counsel to send to Congress Financial's attorney regarding real estate issues.
	PJP	1.40	Reviewed and worked on proposed opinion from Credit Lyonnais.
	SLJ	0.10	Reviewed voice mail message of D. Newhouse regarding the status of the North Carolina survey and the amendment of the legal description to exclude the DOT Parcel.
	SLJ	0.10	Conferred with C. Burdick regarding the mortgage tax exemption affidavits.
	ALL	0.50	Researched filing UCC-1 against Integris Metals, Inc.; wrote A. Velez and R. McDonald regarding same.
	DMM	0.30	Updated Information Certificates.
11/08/03	PJP	0.20	Worked on Credit Lyonnais' opinion.
11/09/03	SLJ	0.10	Reviewed the memorandum and comments of W. Agee on the form of Deed of Trust for the Huntington, WV facility.
	SLJ	0.10	Reviewed the forms of mortgages prepared by K. Boras for Credit Lyonnais and corresponded with K. Boras regarding our initial comments.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	SLJ	0.10	Corresponded with C. Burdick regarding the status of the quotation on the title insurance premiums for the mortgages to be held by Congress and Credit Lyonnais.
	DMM	0.20	Reviewed revised Congress Loan and Security Agreement.
	DMM	0.70	Revised Congress Loan and Security Agreement Schedules to corresponded with amended Agreement.
	DMM	1.10	Revised Information Certificates to add patents and trademarks.
11/10/03	DLN	0.50	Researched patent and trademark assignment information available online regarding reel and frame of security agreement.
	RCB	0.30	Conferred with R. McDonald regarding intercreditor issues, PBGC settlement and Share Mortgage.
	RCB	0.30	Reviewed e-mail from R. McDonald regarding proposed recapitalization of subsidiaries; reviewed existing capital structure and prepared e-mail correspondence to R. McDonald.
	RCB	2.80	Reviewed latest draft of Congress Loan Agreement.
	RCB	0.20	Prepared e-mail correspondence to R. McDonald regarding UK Share Mortgage and proposed changes.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

RCB	0.20	Prepared e-mail correspondence to attorney for Credit Lyonnais regarding resolutions; reviewed e-mail correspondence regarding resolutions.
PJP	0.20	Examined correspondence from Credit Lyonnais' attorney regarding local mortgages and responded to her with contact information.
PJP	0.50	Revised Credit Lyonnais' proposed opinion.
PJP	0.20	Examined correspondence from Credit Lyonnais' attorney and consulted regarding local mortgages.
PJP	0.60	Examined correspondence from local counsel in Kentucky and responded to him regarding mortgage and opinion issues; consulted regarding North Carolina mortgage.
SLJ	0.10	Corresponded with K. Boras regarding the mortgage on the Princeton facility and consulted with P. Pedro regarding distributing the Credit Lyonnais mortgage instruments to local counsel.
SLJ	0.20	Corresponded with C. Burdick and R. McDonald regarding the title insurance premium charges and obtaining quotations based upon the assumption that there would be an intercreditor agreement giving the first lender priority on any recoveries.
TAV	0.10	Reviewed e-mail correspondence from bank attorney and title company.
TAV	0.20	Reviewed revised legal description for Newton parcel; forwarded revised survey to attorneys.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	DMM	0.40	Updated Schedules to Patent Collateral Assignment and Security Agreement.
	DMM	0.40	Updated Schedules to Trademark Collateral Assignment and Security Agreement.
	DMM	0.10	Updated Schedules to Copyright Collateral Assignment and Security Agreement.
	DMM	0.20	Updated Schedules to Investment Property Control Agreement.
	DMM	1.30	Updated Schedules to Credit Lyonnais Loan Agreement.
	DMM	1.50	Updated Schedules to Congress Loan and Security Agreement.
11/11/03	DLN	0.50	Reviewed security interest agreements; conducted telephone conference with patent searchers; drafted email correspondence outlining patent title documents search request.
	RCB	3.50	Reviewed latest draft of Credit Agreement and conferred with R. McDonald regarding comments to Credit Agreement; revised Credit Agreement.
	RCB	0.70	Reviewed revised board of directors resolutions and prepared e-mail correspondence to Congress attorney regarding revised resolutions.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

RCB	0.50	Reviewed Credit Lyonnais mortgage discharges and consulted regarding discharges on Michigan and Pittsboro, North Carolina property.
RCB	0.40	Reviewed e-mails from Ernst & Young regarding tax issues and conferred with R. McDonald.
RCB	0.40	Conferred with R. McDonald regarding financing issues and prepared miscellaneous e-mail correspondence to R. McDonald.
PJP	0.40	Conferred with West Virginia counsel regarding Credit Lyonnais issues; wrote Credit Lyonnais' attorney regarding New York mortgages; examined correspondence from Credit Lyonnais' attorney regarding intellectual property securing agreements; wrote attorney for city of Princeton, Kentucky regarding mortgage issues.
SLJ	0.10	Conferred with K. Boras regarding the Notices of Inactive Hazardous Waste Disposal Sites on the title report for New Hartford.
SLJ	0.10	Reviewed and distributed quotations on the title insurance premium based upon the assumption of an intercreditor agreement relating to recoveries.
SLJ	0.10	Revised the Estoppel Certificate and distributed redlined and clean copies to D. Greenstein and C. Burdick.
SLJ	0.20	Initiated the preparation of an Estoppel Certificate for the City of Princeton, KY property.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	SLJ	0.10	Conferred with D. Greenstein regarding his comments on the Estoppel Certificate for New Hartford.
	TAV	0.20	Reviewed correspondence from bank attorney regarding form of mortgage and pro-formas.
	TAV	1.50	Reviewed form of mortgage discharges and e-mailed to bank attorney and title company revisions.
	TAV	0.10	Called surveyor for West Virginia property and left message regarding status of survey.
	ALL	0.50	Reviewed e-mail correspondence regarding UCC terminations; consulted regarding same.
	DMM	0.50	Updated Schedules to Credit Lyonnais Loan Agreement.
11/12/03	DLN	0.50	Telephone conference with patent assignment searcher; received and reviewed results of patent assignment search; consulted with Attorney McCann regarding results of search and filing of release documents.
	RCB	0.10	Reviewed e-mail from J. Chenard regarding shareholder resolutions and prepared e-mail correspondence to J. Chenard.
	RCB	0.30	Conferred with P. Winters regarding shareholder resolutions and consulted regarding adoption of shareholder resolutions by bank group.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

RCB	3.30	Completed mark up of revisions to Congress Loan Agreement and forwarded to M. Miller.
RCB	0.40	Conferred several times with R. McDonald regarding various financing issues.
RCB	1.00	Revised intercompany notes and forwarded drafts to R. McDonald.
RCB	0.40	Reviewed closing index and prepared documents for closing.
RCB	0.20	Conferred with Canadian counsel regarding merger and prepared e-mail correspondence to Canadian counsel.
RCB	0.10	Reviewed revised Share Mortgage.
PJP	0.20	Examined correspondence from Kentucky local counsel and wrote Credit Lyonnais' attorney regarding mortgage issues; wrote OCIDA's attorney regarding form of estoppel certificate.
PJP	0.40	Examined correspondence from West Virginia counsel regarding real estate issues and forwarded to Credit Lyonnais' attorney.
PJP	0.20	Wrote Kentucky attorneys (local counsel and City of Princeton) regarding estoppel certificate.
SLJ	0.20	Corresponded with R. McDonald regarding the status of the City of Princeton Lease.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

SLJ	0.20	Prepared an Estoppel Certificate for the City of Princeton and forwarded the draft to D. Greenstein and C. Burdick.
TAV	0.10	Reviewed correspondence from Credit Lyonnais attorney regarding termination documents.
TAV	0.10	Reviewed revised commitment for Elkhart, IN property.
TAV	0.10	Reviewed revised pro-forma for Newton, NC.
TAV	0.10	Reviewed e-mails regarding UCC filings and terminations.
TAV	0.10	Reviewed revised mortgage satisfaction documents.
ALL	0.70	Conferred with Attorney R. McDonald regarding Ergste Westig; researched information regarding same through Massachusetts Secretary of State.
ALL	0.30	Conferred with L. Wigton at McGuire Woods regarding outstanding UCC searches.
ALL	1.00	Worked on UCC-3 amendments regarding Consignment Agreements.
DMM	1.10	Updated Schedules to Credit Lyonnais Loan Agreement.
DMM	0.10	Researched Delaware law regarding shareholder consent of Amended and Restated Certificate of Incorporation.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	DMM	0.10	Consulted regarding release of Credit Lyonnais Patent and Trademark Security Agreements.
11/13/03	RCB	1.60	Participated in conference call with SMC officials and Congress officials to discuss Credit Agreement issues.
	RCB	0.70	Participated in conference call with R. McDonald and M. Miller regarding legal issues in Congress Agreement.
	RCB	0.20	Consulted regarding discharge of Pittsboro, North Carolina mortgage and prepared e-mail correspondence to R. McDonald.
	RCB	1.00	Conferred with R. McDonald several times regarding PBGC and Inco issues and related financing issues.
	RCB	0.40	Reviewed changes to proposed shareholder resolutions; conferred with Attorney Chenard and revised shareholder resolutions.
	RCB	0.30	Reviewed plan of reorganization and confirmation order regarding disposition of recoveries from preference proceedings.
	RCB	1.00	Reviewed e-mails from attorneys for Credit Lyonnais and reviewed changes to Credit Lyonnais Term Loan Agreement.
	PJP	0.10	Consulted regarding schedule to Credit Lyonnais loan agreement.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	PJP	1.10	Examined correspondence from Credit Lyonnais' attorney regarding securing agreements; reviewed security agreements; examined correspondence from Kentucky counsel regarding estoppel certificate.
	PJP	0.20	Examined correspondence from OCIDA attorney regarding estoppel certificate and its opinion; wrote Congress Financial's attorney regarding opinion.
	PJP	0.20	Examined correspondence from Credit Lyonnais' attorney regarding client's ability to pay interest "in kind"; wrote local counsel asking whether mortgages need to be modified to reflect this right; consulted regarding state law issues.
	TAV	0.20	Reviewed revised term loan agreement.
	TAV	0.10	Reviewed e-mail correspondence regarding Michigan and Pittsboro, NC mortgage discharges.
	ALL	2.00	Prepared UCC amendments regarding consignment agreements.
	ALL	0.50	Researched information regarding Ergste Westig from Massachusetts and Delaware.
	DMM	2.80	Updated Schedules to Credit Lyonnais Loan Agreement.
	DMM	0.10	Conferred with R. McDonald regarding Credit Lyonnais Loan Agreement Schedules.
11/14/03	RCB	1.00	Conference call with R. McDonald to discuss status of closing documents for Congress transaction.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

RCB	0.20	Reviewed e-mails and prepared e-mail correspondence regarding timing of calculation of amount of second lien note.
RCB	0.20	Conferred with R. McDonald regarding expiration of commitment letter and examined law regarding expiration date on Sunday.
RCB	0.20	Reviewed miscellaneous e-mails from attorneys for Congress Financial and Credit Lyonnais and prepared replies.
RCB	0.50	Reviewed revised closing check-list from Credit Lyonnais.
RCB	0.50	Reviewed revised Guarantees and Pledge and Security Agreement received from Congress' attorney.
RCB	0.20	Forwarded revised shareholder resolutions to Attorney Winters.
RCB	1.40	Completed review of latest draft of Credit Lyonnais Agreement.
PJP	0.80	Reviewed revised Credit Lyonnais loan agreement; examined correspondence from Kentucky counsel regarding interest issue.
PJP	0.40	Reviewed revised Credit Lyonnais loan agreement.
PJP	0.10	Consulted regarding schedule to loan agreement.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

PJP	1.00	Reviewed three security agreements and wrote Credit Lyonnais' attorney confirming that agreements may be finalized; examined correspondence from West Virginia attorney regarding interest issue; reviewed revised closing agenda prepared by Credit Lyonnais' attorney.
PJP	1.30	Consulted regarding closing documents; reviewed closing agenda and documents.
SLJ	1.00	Reviewed e-mails relating to revisions to mortgages, leases affecting the Princeton and New Hartford facilities and the comments of local counsel on the Estoppel Certificates for Princeton and New Hartford.
SLJ	0.40	Conferred with D. Greenstein regarding the comments of local counsel on the Princeton and New Hartford Estoppel Certificates.
SLJ	0.20	Conferred with M. Stephens regarding his comments on the Estoppel Certificate for New Hartford.
SLJ	0.20	Revised the Estoppel Certificate for Princeton to incorporate the comments of local counsel.
SLJ	0.10	Corresponded with K. Boras regarding the Inactive Hazardous Waste Disposal Report dated April 1, 2002 relating to the New Hartford site.
TAV	0.10	Called surveyor from WV and left message.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

TAV	0.10	Reviewed e-mail correspondence from bank attorney regarding UCC-1s and mortgages; conferred with A. LaBarge regarding UCC-3 terminations.
TAV	0.10	Consulted Attorney Johnson regarding leases at WV and New Hartford, NY properties.
ALL	1.00	Prepared UCC-1 against Ergste Westig for filing in Delaware; wrote Attorney McDonald regarding review of same.
ALL	0.80	Wrote T. Bennett regarding various UCC terminations and amendments.
ALL	0.10	Reviewed UCC-1 filed against Integris Metals in New York.
DMM	0.60	Revised Amended and Restated By-Laws and Certificates of Incorporation.
DMM	0.80	Updated Information Schedules.
DMM	0.50	Updated Schedules to Credit Lyonnais Loan Agreement.
DMM	1.00	Conferred with R. McDonald regarding Credit Lyonnais Closing Checklist.
DMM	0.50	Researched law regarding contracts that end on Sundays.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

11/15/03	RCB	0.30	Prepared e-mail correspondence to P. Hayden regarding preference action recovery; reviewed e-mail correspondence from P. Hayden.
	RCB	2.50	Revised latest draft of Credit Lyonnais Agreement and forwarded proposed comments to R. McDonald.
	RCB	0.70	Revised intercompany notes and forwarded execution copies to R. McDonald.
	PJP	0.20	Consulted regarding status of local counsel opinion; wrote Attorney Greenstein regarding response to negotiated BSK opinion.
11/16/03	PJP	0.20	Reviewed revised Credit Lyonnais Loan Agreement.
	DMM	2.10	Updated Schedules to Credit Lyonnais Agreement.
	DMM	1.20	Corrected Amended and Restated Certificates of Incorporation and By-Laws.
	DMM	0.40	Worked on Special Metals Corporation's Secretary's Certificate.
11/17/03	RCB	1.80	Participated in conference call with R. McDonald and M. Miller to discuss issues in connection with Congress transaction.
	RCB	1.00	Prepared form of opinion of Illinois counsel and forwarded to M. Miller.
	RCB	0.30	Conferred with M. Miller regarding board resolutions and revised resolutions.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

RCB	1.20	Worked on miscellaneous closing documents.
PJP	0.80	Consulted regarding revisions to Schedule; wrote Credit Lyonnais' attorney regarding local counsel issue; wrote local counsel regarding status of transaction, Credit Lyonnais opinion.
PJP	0.10	Consulted regarding opinion letter issues.
SLJ	0.10	Consulted with T. Vanetti and conferred with C. Burdick regarding obtaining copies of the updated pro-forma policies for UCC termination statements.
SLJ	0.10	Consulted with D. McCann regarding Schedule 8.8 as it relates to the New Hartford facility.
SLJ	0.10	Conferred with C. Burdick regarding the space lease in Elkhart, IN.
SLJ	0.10	Forwarded the form of Estoppel Certificate and Consent for Princeton to D. Greenstein and P. Pedro.
SLJ	0.30	Prepared a draft of an SNDA for the West Virginia space lease and forwarded the draft to D. Greenstein and K. Boras.
TAV	0.10	Reviewed e-mail correspondence regarding WV unrecorded lease; reviewed lease terminations.
TAV	1.00	Consulted Attorney Johnson regarding mortgage discharge for NC, leases, UCC-3 terminations and preparing for closing.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	ALL	1.00	Revised UCC terminations.
	ALL	0.20	Conferred with L. Wigton regarding outstanding UCC searches.
	DMM	0.50	Drafted Secretary's Certificates for domestic subsidiaries.
	DMM	1.00	Revised Schedules to Congress Loan and Security Agreement.
	DMM	0.10	Sent revised Charters and By-Laws to N. Nimmer.
	DMM	2.20	Updated Schedules to Credit Lyonnais Agreement.
	DMM	0.20	Sent Information Certificates to J. Chenard.
	DMM	0.20	Worked on Special Metals Corporation's Secretary's Certificate.
	DMM	0.20	Sent Information Certificates to M. Miller and A. Velez.
	DMM	1.30	Revised Information Certificates.
	DMM	0.20	Drafted Schedules to Congress Pledge and Security Agreements.
11/18/03	RCB	0.50	Reviewed comments from M. Miller on board resolutions; conferred with P. Winters and revised board resolutions.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

RCB	1.20	Reviewed two additional drafts of Credit Lyonnais Loan Agreement.
RCB	0.70	Participated in conference call with R. McDonald and P. Winters to discuss latest draft of Credit Lyonnais Loan Agreement.
RCB	0.20	Conferred with R. McDonald regarding status of PBGC appeal.
RCB	0.20	Reviewed e-mails from R. McDonald and P. Winters regarding financing issues.
RCB	0.70	Worked on various closing documents.
PJP	0.10	Conferred with local counsel in Indiana regarding outstanding issue.
PJP	0.30	Consulted regarding Illinois local counsel's opinion; wrote Illinois counsel regarding opinion.
PJP	0.10	Consulted regarding closing issues.
PJP	0.10	Conferred with OCIDA's counsel regarding certificate concerning environmental issues.
PJP	0.20	Wrote OCIDA's counsel enclosing certificate; considered opinion letter issues.
SLJ	0.10	Reviewed e-mail messages regarding the need for a subordination, non-disturbance agreement for the space lease in Elkhart, IN and conferred with D. Greenstein regarding the form of SNDA for West Virginia.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	SLJ	0.10	Conferred with B. Johnson by voice mail regarding the status of the survey in West Virginia.
	TAV	0.10	Reviewed correspondence regarding leases.
	ALL	0.30	Conferred with T. Bennett regarding UCC searches, comments on prepared terminations and consignment UCC amendments.
	ALL	0.70	Reviewed Integris Metals UCC search from New York State.
	DMM	0.80	Revised Schedules to Congress Loan and Security Agreement.
	DMM	1.30	Updated Schedules to Credit Lyonnais Agreement.
11/19/03	RCB	1.00	Reviewed updated closing check-lists of Congress and Credit Lyonnais.
	RCB	1.50	Participated in conference call with attorneys for Credit Lyonnais to discuss closing logistics and closing arrangements.
	RCB	1.10	Worked on board resolutions for four US companies and conferred with R. McDonald regarding resolutions of existing boards of directors.
	RCB	1.00	Reviewed and revised proposed opinion to be given to Credit Lyonnais at closing.
	RCB	0.80	Reviewed revised drafts of Termination Agreement.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

RCB	0.40	Worked on arrangements for execution of documents by City of Princeton and OCIDA and prepared e-mail correspondence to lender's counsel.
RCB	0.20	Consulted regarding consignment arrangement with Forged Metals and prepared e-mail correspondence to R. McDonald.
RCB	0.20	Conferred with R. McDonald regarding PBGC issue and other closing matters.
PJP	1.90	Revised proposed opinion to Credit Lyonnais.
PJP	0.70	Conferred with local counsel in North Carolina regarding local law issues and wrote to Credit Lyonnais' attorney.
PJP	1.60	Worked on proposed opinion to Credit Lyonnais; worked on form of local counsel opinion to Credit Lyonnais.
PJP	1.00	Revised proposed opinion to Credit Lyonnais.
PJP	1.20	Reviewed revised closing agenda; participated in conference call with Credit Lyonnais' attorneys.
PJP	0.20	Worked on local counsel's form of opinion to Credit Lyonnais.
PJP	0.10	Wrote Credit Lyonnais' attorney regarding North Carolina issues.
SLJ	0.40	Participated in a conference call regarding the status of the real estate checklist items.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

SLJ	0.30	Consulted with T. Vanetti regarding the checklist items.
SLJ	0.10	Conferred with B. Johnson of Field Surveying regarding the status of the survey on West Virginia.
SLJ	0.10	Conferred with D. Greenstein regarding his comments on the SNDA for West Virginia.
SLJ	0.10	Forwarded a copy of the Lease affecting the Elkhart, IN facility to D. Greenstein and K. Boras.
SLJ	0.30	Reviewed closing checklist of Credit Lyonnais.
SLJ	0.10	Conferred with C. Burdick of First American regarding the applicable title insurance rates and consulted with R. Berger regarding the documents needed from the City of Princeton and the Oneida County Industrial Development Agency.
TAV	0.10	Wrote memo to surveyor for WV property.
TAV	0.50	Attended conference call regarding closing.
TAV	1.50	Organized files for closing.
ALL	0.80	Wrote T. Bennett enclosing copy of Integris Metals UCC search.
ALL	0.80	Prepared letter to CT Corporation regarding filing of UCC-3 amendments regarding name change to Huntington Alloys Corporation for various jurisdictions.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	DMM	1.00	Conferred with R. McDonald, P. Winters and J. Chenard regarding closing items for Credit Lyonnais transaction.
	DMM	0.40	Revised Schedules to Credit Lyonnais Loan Agreement.
	DMM	0.60	Revised Schedules to Credit Lyonnais Pledge and Security Agreement.
	DMM	1.10	Drafted schedules to Credit Lyonnais Patent, Trademark and Copyright Security Agreements.
11/20/03	RCB	2.70	Worked on two sets of resolutions for each US borrower; forwarded execution copies to R. McDonald.
	RCB	1.80	Prepared correspondence to attorneys for OCIDA and City of Princeton and assembled execution copies of documents to be signed by OCIDA and City of Princeton.
	RCB	0.70	Reviewed changes to Intercreditor Agreement.
	RCB	0.70	Reviewed e-mail from P. Hayden with draft of Intercreditor Agreement with Inco.
	RCB	0.50	Conferred with R. McDonald regarding PBGC issue and other financing issues.
	RCB	0.30	Conferred with M. Miller.
	RCB	0.30	Conferred with P. Winters.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

PJP	0.10	Reviewed closing agenda.
PJP	0.30	Conferred with Congress Financial's attorney and consulted regarding status of local counsel opinion letter.
PJP	0.50	Conference call with Attorneys McDonald and Swan regarding tax lien issues; conferred with local counsel in Kentucky and Indiana regarding the liens; worked on opinion letter to Credit Lyonnais; assembled due diligence materials for Illinois local counsel.
PJP	1.30	Conferred with Indiana and Illinois counsel regarding closing issues; assembled due diligence materials.
PJP	0.30	Conferred with Indiana counsel regarding mortgage issues.
PJP	2.00	Wrote Congress Financial's attorneys regarding Indiana issues; worked on opinion to Credit Lyonnais.
SLJ	0.30	Conferred with D. Greenstein and consulted with P. Pedro regarding the checklist items relating to the Congress mortgages.
SLJ	2.00	Met with T. Vanetti to review and assemble documents on each of the properties to be mortgaged to Congress and Credit Lyonnais.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

SLJ	0.10	Conferred with D. Greenstein regarding his questions on the West Virginia survey.
SLJ	0.30	Revised the Estoppel Certificate for New Hartford and forwarded blacklined and clean copies of the revised Estoppel Certificate to M. Stephens.
SLJ	0.50	Forwarded Subordination, Nondisturbance Agreements for West Virginia and Indiana to R. McDonald for signing by the Tenant.
TAV	0.50	Organized files for closing.
TAV	5.30	Reviewed and revised title affidavits; prepared for closing.
ALL	1.50	Reviewed legal descriptions regarding UCC terminations.
ALL	0.50	Wrote J. Chenard regarding UCC searches.
ALL	0.20	Wrote CT Corporation regarding filing of UCC-1 against Ergste Westig Massachusetts, Inc. in Delaware.
ALL	0.20	Conferred with L. Wigton regarding status of UCC searches.
DMM	0.60	Revised Schedules to Credit Lyonnais Loan Agreement.
DMM	0.40	Revised Schedules to Credit Lyonnais Pledge and Security Agreement.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	DMM	0.30	Revised Schedules to Congress' Patent and Trademark Security Agreements.
	DMM	0.20	Conferred with T. Bennett regarding patent searches.
	DMM	1.60	Drafted Secretary's Certificates for Credit Lyonnais Loan Agreement.
	DMM	1.40	Revised Release of Credit Lyonnais' patent and trademark security interest.
	DMM	1.40	Revised foreign subsidiaries' Information Certificates.
11/21/03	RCB	0.20	Conferred with P. Hayden regarding sources and uses of funds schedule.
	RCB	0.80	Met with Attorneys Johnson, Pedro and McCann to discuss closing matters and logistics.
	RCB	0.70	Conferred with attorney for City of Princeton regarding Mortgage issues and prepared e-mail correspondence to city attorney.
	RCB	0.50	Conferred with attorney for OCIDA and prepared e-mail correspondence to attorney for OCIDA.
	RCB	0.30	Prepared correspondence to City of Princeton attorney forwarding Credit Lyonnais Mortgage.
	RCB	0.50	Prepared resolutions for existing Special Metals Board of Directors and forwarded to R. McDonald.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

RCB	0.20	Reviewed termination of security interest in patents and trademarks by Credit Lyonnais.
RCB	0.40	Prepared e-mails to and reviewed e-mails from Credit Lyonnais attorneys.
RCB	0.40	Prepared e-mail correspondence to and reviewed e-mail correspondence from Credit Lyonnais attorneys.
RCB	0.30	Conferred with R. McDonald regarding financing issues.
RCB	1.20	Worked on miscellaneous closing documents.
PJP	0.10	Examined correspondence from Credit Lyonnais' attorney regarding opinion letter.
PJP	2.30	Attended internal team meeting regarding closing preparation; prepared for closing.
PJP	0.30	Contacted local counsel regarding timing of closing, open issues.
PJP	0.30	Contacted counsel for OCIDA and City of Princeton, KY regarding timing of closing, closing issues.
PJP	3.50	Reviewed status of closing issues and prepared for closing; responded to several requests from local counsel and OCIDA's attorney regarding supporting documents, opinion letter language issues.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	SLJ	0.20	Conferred and corresponded with M. Stephens regarding his approval of the Estoppel Certificate for New Hartford.
	SLJ	0.20	Revised the Estoppel Certificate and forwarded the Estoppel Certificate to M. Stephens and D. Greenstein.
	SLJ	0.10	Reviewed e-mails from K. Boras and R. McDonald regarding the SNDAs for West Virginia and Indiana.
	ALL	0.50	Reviewed restated Certificates of Incorporation for Special Metals Corporation and subsidiaries; wrote T. Bennett attaching same.
	ALL	3.50	Worked on UCC terminations and review of UCC filings.
	ALL	0.50	Prepared files for closing.
	DMM	1.80	Revised Schedules to Credit Lyonnais Pledge and Security Agreement.
	DMM	0.40	Revised Release of Credit Lyonnais' patent and trademark security interest.
	DMM	0.60	Revised Information Certificates for SMC and HAC.
11/22/03	RCB	1.00	Reviewed and revised intercompany Subordination Agreement.
	RCB	2.00	Reviewed and revised Letter of Credit Accommodation Agreement with Credit Lyonnais.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	RCB	1.50	Conferred with P.Hayden and M. Miller regarding payments to be made under plan and issues involving Class 6 A Subordination Agreement.
	RCB	0.50	Conferred with R. McDonald regarding financing issues.
	RCB	0.40	Prepared e-mail correspondence to and reviewed e-mail correspondence from Attorney P. Winters.
	RCB	1.00	Reviewed and revised opinion letter to Congress in anticipation of closing and forwarded to M. Miller.
	RCB	0.20	Prepared e-mail correspondence to M. Miller regarding issues in Loan Agreement.
	RCB	1.20	Prepared for closing.
	DMM	1.40	Revised Release of Credit Lyonnais' patent and trademark security interest.
	DMM	1.40	Revised Information Certificates for SMC and HAC.
11/23/03	RCB	0.20	Conferred with R. McDonald regarding funding memo.
	RCB	0.10	Prepared e-mail correspondence to Canadian counsel regarding revised draft of Loan Agreement.
	RCB	2.20	Prepared for closing.
	RCB	4.00	Traveled to New York for pre-closing and closing.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	PJP	1.10	Organized materials and prepared for closing.
	PJP	4.00	Travelled to New York City.
	PJP	1.00	Attended meeting to discuss closing issues and schedule.
	SLJ	0.50	Reviewed status of real estate checklist items with R. McDonald, R. Berger, P. Pedro and D. McCann.
	SLJ	0.20	Reviewed the status of the Estoppel Certificate for New Hartford and assembled the checklist needed for closing.
	DMM	4.00	Traveled to New York for preclosing and closing.
	DMM	1.10	Conferred with R. McDonald regarding preclosing matters.
	DMM	2.20	Revised Schedules to Credit Lyonnais Term Loan Agreement.
	DMM	1.80	Revised Information Certificates.
11/24/03	RCB	1.50	Reviewed latest draft of Congress Agreement.
	RCB	15.50	Attended pre-closing of Congress loan in New York City.
	PJP	15.50	Attended meetings at offices of Congress Financial's attorneys and Credit Lyonnais' attorneys to prepare for closing, including negotiations with lenders' attorneys and consultations with local counsel in 5 states.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	SLJ	12.00	Attended the pre-closing at the Otterbourg law firm.
	TAV	0.20	Consulted Attorney Johnson and title company regarding closing matters.
	DMM	15.50	Revised closing documents and attended preclosing.
11/25/03	RCB	14.70	Attended pre-closing of Congress and Credit Lyonnais transactions in New York City.
	PJP	14.70	Attended closing at offices of Credit Lyonnais' attorneys and prepared for closing including review of documents and schedules; negotiations with Credit Lyonnais' attorneys and consultations with local counsel.
	SLJ	14.50	Attended closings at the Otterbourg and Latham and Watkins law firms.
	TAV	0.50	Consulted Attorney Johnson regarding closing; reviewed e-mail correspondence from title company.
	ALL	5.00	Worked on UCC searches and schedule regarding same.
	ALL	0.50	Wrote CT Corporation - Illinois representative regarding filing of Amended Articles of Incorporation for A-1 Wire Tech, Inc..
	DMM	14.70	Revised closing documents and attended preclosing.
11/26/03	RCB	16.70	Attended closing of Congress Financial transaction in New York City.

One Lincoln Center
Syracuse, New York 13202-1355

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

December 23, 2003
Bill Number: 19220696

SPECIAL METALS CORPORATION

	RCB	4.00	Returned to Syracuse from New York City.
	PJP	17.00	Attended meeting at offices of Credit Lyonnais' attorneys and closed on transaction, including issuing opinion letter and arranging for all local State counsel to issue opinions and finalized closing documents.
	PJP	4.00	Traveled from New York City to Syracuse.
	SLJ	13.00	Attended closing at the Otterbourg law firm.
	TAV	0.50	Consulted Attorney Johnson regarding closing issues; reviewed e-mail correspondence from title company.
	ALL	6.00	Worked on UCC searches and reports.
	ALL	0.50	Arranged for filings of Amended and Restated Certificates of Incorporation for A-1 Wire, Special Metals Corp., Huntington Alloys Corporation, Special Metals Domestic Sales Corporation.
	DMM	14.50	Finalized documents at Closing.
	DMM	4.00	Traveled from Closing.
11/30/03	SLJ	0.50	Prepared list of post-closing real estate items and forwarded the tax agreements listed on Schedule 4.11 of the Credit Lyonnais Loan Agreement to K. Boras and C. Immerzeel.

Total Fees for Matter:

\$88,668.45