

**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

**ORDER APPROVING FINAL FEE APPLICATION REQUEST
OF GREENEBAUM DOLL & MCDONALD PLLC FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
THROUGH THE EFFECTIVE DATE**

This matter having come before the Court upon the Final Fee Application Request of Greenebaum Doll & McDonald PLLC for Allowance of Compensation and Reimbursement of Expenses Through the Effective Date (the "Final Fee Application"), a hearing on the Final Fee Application having been held, and the Court being otherwise sufficiently advised, it is hereby:

ORDERED that the Final Fee Application be and hereby is APPROVED; and it is further

ORDERED that the firm of Greenebaum Doll & McDonald PLLC ("Greenebaum") is hereby awarded final approval of its attorneys' fees for the period of March 27, 2002 ("Petition Date"), through November 26, 2003 ("Effective Date"), in the amount of \$253,123.50 plus reimbursement of necessary and reasonable expenses incurred in this case from the Petition Date through the Effective Date in the amount of \$22,305.62, for a total of \$275,429.12; and it is further

ORDERED that the Debtors are directed to immediately pay Greenebaum all unpaid fees and expenses accrued during the Interim Fee Period plus adjustments, as described in the Final Fee Application.

TENDERED BY:

/s/ Gregory R. Schaaf
Gregory R. Schaaf
Kimberly H. Bryant
GREENEBAUM DOLL & MCDONALD PLLC
300 W. Vine Street, Suite 1100
Lexington, KY 40507
Telephone: (859) 231-8500
Facsimile: (859) 255-2742
COUNSEL FOR THE DEBTORS

Pursuant to Local Rule 9022-1(c), counsel for the Debtors shall serve this order on: (i) Special Metals Corporation, Dennis Wanlass, Vice President and Chief Financial Officer, Special Metals Corporation, 3200 Riverside Drive, Huntington, WV 25705-1771 Attn: Dennis Wanlass; (ii) counsel to the Debtors, McGuireWoods LLP, 625 Liberty Avenue, 23rd Floor, Dominion Tower, Pittsburgh, PA 15222; (iii) counsel to the Committee, Blank Rome Tenzer & Greenblat, Chrysler Building, 405 Lexington Avenue, New York, New York 10174-0208, Attn: Mark E. Richards, and Stoll, Keenon & Park, LLP, 300 West Vine Street, Suite 2100, Lexington, Kentucky 40507, Attn: Gregory D. Pavey; (iv) Credit Lyonnais, New York Branch, for itself and as agent for the syndicated lender group under the Credit Agreement dated as of October 28, 1998, as amended, c/o Latham & Watkins, 885 Third Avenue, Suite 1000, New York, NY 10022, Attn: Robert Rosenberg and Shari Siegel, Esquire; Tracey N. Wise, Wise & DelCotto PLLC, 219 North Upper Street, Lexington, KY 40507 and (v) the Office of the United States Trustee, 100 East Vine Street, Suite 803, Lexington, Kentucky 40507.

LEX:634077.1

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



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