

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

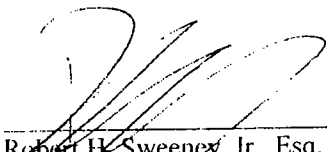
**ORDER APPROVING FINAL FEE APPLICATION OF JENKINS FENSTERMAKER,
PLLC FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

This matter having come before the Court upon the Final Fee Application of Jenkins Fenstermaker, PLLC for Allowance of Compensation and Reimbursement of Expenses (the "Final 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 Jenkins Fenstermaker, PLLC ("Jenkins Fenstermaker") is hereby awarded final approval of attorneys' fees for the period of August 1, 2002 through November 30, 2003, in the amount of \$325,859.50 and reimbursement of necessary and reasonable expenses incurred during the same period in the amount of \$79,088.91, for a total of \$404,948.41; and it is further

ORDERED that the Debtors are directed to immediately pay Jenkins Fenstermaker all unpaid fees and expenses accrued during the Interim Fee Period, including any holdback, as described more particularly in the Final Fee Application.

TENDERED BY:


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Special Counsel for Huntington Alloys Corporation f/k/a Inco Alloys International, Inc. and
Special Metals Corporation

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, McGuire Woods, 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.: Laura Day DelCotto and 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, Warnecke & Wise, 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.

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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)**