

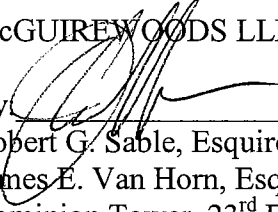


McGuireWoods during the Fifth Interim Fee Period is \$859,940.50. The blended hourly rate during the Fifth Interim Fee Period is \$245.69. McGuireWoods disbursed the amount of \$64,867.44 in expenses during the Fifth Interim Fee Period.

4. Pursuant to the Administrative Order dated May 2, 2002, during the Fifth Interim Fee Period, McGuireWoods has been paid or will be paid on an interim basis 80% of the fee amount which totals \$687,952.40 and 100% of the expenses of \$64,867.44, for a total amount of \$752,819.84.
5. A hearing on the Final Fee Application Request will be held before the Honorable William S. Howard in the United States Bankruptcy Court, Lexington, Kentucky on February 5, 2004, at 2:00pm. Parties in interest may attend and object.

Respectfully submitted,

McGUIREWOODS LLP

By   
Robert G. Sable, Esquire  
James E. Van Horn, Esquire  
Dominion Tower, 23<sup>rd</sup> Floor  
625 Liberty Avenue  
Pittsburgh, PA 15222  
(412) 667-6000  
Attorneys for the Debtors

Dated: \_\_\_\_\_

1/9/04



2. On March 28, 2002, this Court approved the retention and employment of McGuireWoods as counsel to the Debtors. A copy of the order approving the retention and employment of McGuireWoods is attached hereto as Exhibit A.

3. On March 29, 2002, this Court entered an Order directing the joint administration of the Debtors' Chapter 11 cases.

4. On September 29, 2003, this Court entered an Order Confirming Debtors' Second Amended Joint Plan of Reorganization Dated August 7, 2003 (the "Plan").

5. On December 9, 2003, the Reorganized Debtors<sup>1</sup> 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").

6. 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.

7. By this Final Fee Application Request (the "Final Application"), and pursuant to and in compliance with Section 2.4 of the Plan, McGuireWoods seeks final approval of

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<sup>1</sup> Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the Plan.

compensation in the amount of \$3,485,241.50 in fees and reimbursement of expenses in the amount of \$234,382.82 for services rendered during the Final Application Period.

8. Copies of the following documents are on file with the Court and can be provided or reviewed upon request: (i) all Invoices of services and disbursements expended by McGuireWoods during the Final Application Period; (ii) a narrative statement of the services rendered and a summary of the time and charges of each professional who rendered services during the Final Application Period; and (iii) a listing of the names, title, and hourly rates for each professional and paraprofessional who rendered services during the Final Application Period.

9. Additionally, by this Final Application, McGuireWoods seeks final approval of interim compensation and reimbursement of expenses sought in the Fee Applications filed during the period from August 1, 2003 through and including November 30, 2003 (the "Fifth Interim Fee Period").

10. Under the Administrative Order dated May 2, 2002, the Court authorized the submission of monthly interim professional fee applications no earlier than the 25<sup>th</sup> day of each calendar month, and for payment of eighty percent (80%) of the uncontested fees and one hundred percent (100%) of the uncontested expenses requested in the monthly interim professional fee applications to be paid by the Debtors twenty (20) days after service of the monthly interim fee application, and upon filing of a certificate of no objection.

11. Pursuant to the Administrative Order, McGuireWoods has received or will receive the amount of \$687,952.40 for legal services rendered to the Debtors during the Fifth Interim Fee period, which is 80% of the total fee amount of \$859,940.50.

12. All services performed by McGuireWoods during the Fifth Interim Fee Period were performed for and on behalf of the Debtors.

13. During the Fifth Interim Fee Period, McGuireWoods LLP provided a total of 3,500.1 hours of legal and paralegal services on behalf of the Debtors. Set forth in Exhibit B is a listing of the names, title, and hourly rates for each professional and paraprofessional who rendered services during the Fifth Interim Fee Period. Biographies of the principal bankruptcy counsel involved in this case have already been submitted to the Court.

14. The value of the services performed by McGuireWoods LLP on behalf of the Debtors during the Fifth Interim Fee Period is \$859,940.50.

15. McGuireWoods has accounted for its time by designating twenty-two (22) separate categories, standard for a case of this size and nature, to which time was billed as follows:

Exhibit 1	01 General (Administrative Matters)
Exhibit 2	02 Petition, Schedules and Financial Reports
Exhibit 3	03 Investigation of Prepetition Transactions
Exhibit 4	04 Debtor in Possession Financing
Exhibit 5	05 Monthly Reports
Exhibit 6	06 Cash Collateral
Exhibit 7	07 Creditors Inquiries
Exhibit 8	08 Docket Review
Exhibit 9	09 Employee Matters
Exhibit 10	10 Executory Contracts, Personalty Leases and Real Estate Leases
Exhibit 11	11 Reclamation
Exhibit 12	12 Client Conferences
Exhibit 13	13 Disclosure Statement and Plan of Reorganization
Exhibit 14	14 Insurance
Exhibit 15	15 Taxes
Exhibit 16	16 Utilities
Exhibit 17	17 Creditors' Committee
Exhibit 18	18 Claims Processing
Exhibit 19	19 Miscellaneous Motions and Adversary Proceedings
Exhibit 20	20 Sales
Exhibit 21	21 Motions for Relief from Stay
Exhibit 22	22 Retention of Professionals and Fee Applications

16. A narrative statement of the services rendered during the Fifth Interim Fee Period in each category and a summary of the time and charges of each professional who rendered services and the grand total of all time and charges for services rendered in each category is as follows:

- 01 General (Administrative Matters). Services rendered in this category include meetings and conferences with Debtors' management, strategic planning, research and advice regarding corporate governance, and other general issues in the bankruptcy case. The total hours in this category are 291.2 and the total amount of compensation sought in this category is \$41,050.00.
- 02 Petition, Schedules and Financial Reports. There were no services rendered in this category.
- 03 Investigation of Prepetition Transactions. Services rendered in this category include conferences and meetings regarding potential preference actions and reviewing preference analyses. The total hours in this category are 13.7 and the total amount of compensation sought in this category is \$3,412.00.
- 04 Debtor-in-Possession Financing. Services rendered in this category include reviewing documents and correspondence relating to DIP financing. The total hours in this category are 10.7 and the total amount of compensation sought is \$4,491.00.
- 05 Monthly Reports. Services rendered in this category include retrieving monthly operating reports from the court docket. The total hours expended in this category are 1.5 and the total amount of compensation sought is \$157.50.
- 06 Cash Collateral. There were no services rendered in this category.
- 07 Creditors Inquiries. Services rendered in this category include conferences regarding ballot issues. The total hours in this category are 0.5 and the total amount of compensation sought is \$117.50.
- 08 Docket Review. Services rendered in this category include import and distribute documents on Extranet. The total hours in this category are 81.7 and the total amount of compensation sought is \$8,664.00.
- 09 Employee Matters. Services rendered in this category include research and analysis of employment contract issues, pension and benefit liabilities, matters under sections 1113 and 1114 of the Code, matters relating to Voluntary Employee Benefit Association trust administration and various tax issues. This category includes extensive time spent in conferences and

meetings and discussions with management regarding issues related to pension plan termination and section 1113 issues, and extensive time spent researching, drafting and revising motion for and preparation of documents in support of distress termination of pension plans and section 1113 motion. Additional time was spent in conferences regarding union negotiations, the cost calculation and analysis of various proposed retiree plan modifications, extensive discussions with the Pension Benefit Guaranty Corporation (PBGC) and reviewing responses of Salaried Retiree Committee to section 1114 motion, reviewing United Steelworkers of America (USWA)'s response to section 1113 motion, analyzing data regarding pension costs, researching the termination of multiple pensions, and drafting stipulation and other documents for pension termination hearing. Extensive time was spent in trial preparation for section 1113 and section 1114 hearings which included such tasks as assembling witness lists and coordinating testimony, preparation of witnesses, review and response to interrogatories and requests for production of documents and various discovery requests, preparation of many trial exhibits, outlining and review of evidence, outlining and preparation of numerous procedural matters and preparation for potential settlement negotiations. This category also includes extensive time in preparation of and drafting proposals and reviewing information for delivery and conferences with the USWA. Counsel was required to travel to Lexington, Kentucky to participate in the section 1113, section 1114, and PBGC termination hearings and to Huntington, West Virginia to participate in negotiations with the USWA. Counsel was also required to travel to Washington, D.C. to participate in meetings with the PBGC, which resulted in the PBGC assuming the Debtors' three largest pension plans. The total amount of hours in this category is 1,464.3 hours and the total amount of compensation sought is \$326,878.00.

- 10 Executory Contracts, Personalty Leases and Real Estate Leases. Services rendered in this category include correspondence and review of documents relating to the assumption or rejection of various contracts, including the objection to the motion to assume the Thistle contract and the Inco settlement. The total amount of hours in this category is 41.7 and the total amount of compensation sought is \$12,704.50.
- 11 Reclamation. Services rendered in this category include review and conferences related to various reclamation claims. The total hours in this category are 1.9 and the total amount of compensation sought is \$374.00.
- 12 Client Conferences. There were no services rendered in this category.
- 13 Disclosure Statement and Plan of Reorganization. Services rendered in this category include conferences and meetings with Debtors' management and other professionals regarding the plan of reorganization, disclosure statement, confirmation issues, plan objections, voting and balloting



procedures and solicitation issues, and conferences with counsel and meetings with insurance companies, unions, Debtors' management, and principals of other constituencies regarding disclosure statement issues and proposed plan revisions. Additional time was spent reviewing and preparing multiple revisions to the disclosure statement and plan of reorganization, preparation and review of plan supplement documents, and counsel was required to travel to New York, NY for supervision of the solicitation package. This category includes extensive time researching and drafting memorandum of law supporting chapter 11 plan of reorganization and responding to twelve (12) plan objections. Additional time was spent preparing and reviewing notice of confirmation order and rejection damage claim bar date and in conferences and meetings regarding settlements and stipulations related to various taxing authorities claims. Additional time was spent reviewing and revising term sheets, addressing various other plan confirmation issues and preparing for and participating in the confirmation hearing, which resulted in confirmation of the plan of reorganization. Counsel was required to travel to Lexington, Kentucky for the plan confirmation hearing. Time was also spent addressing and responding to the appeals filed by several insurance companies, including researching mootness and other related issues, researching process of and preparing motion to dismiss appeals, reviewing declaratory judgment actions, researching and drafting of memorandum regarding substantial consummation, reviewing Congress Financial loan documents and Credit Lyonnais term loan agreement, conferences and meetings regarding and preparation of and multiple revisions of opinion letters to Congress Financial and Credit Lyonnais. Additional time was spent on numerous closing issues including preparing and revising schedules for the loan agreement, addressing issues relating to loan payments under the Plan, PBGC issues, intercreditor issues, subordination agreement, mortgage tax exemption and transfer tax issues and other various closing schedules. The total amount of hours in this category is 953.1 and the total amount of compensation sought is \$321,138.00.

- 14 Insurance. Services rendered in this category include analysis of insurance claims and coverage issues including Liberty Mutual and Universal Waste claims and the preparation of a summary of the Century Indemnity complaint. The total amount of hours in this category is 17.7 and the total compensation sought is \$3,681.50.
- 15 Taxes. Services rendered in this category include conferences and negotiations with numerous taxing authorities, and conferences and meetings with Debtors' personnel regarding various tax claims. The total hours expended in this category are 21.1 and the total amount of compensation sought is \$5,046.00.

- 16 Utilities. Services rendered in this category include a conference regarding the Niagara Mohawk agreement. The total hours expended in this category are 0.2 and the total amount of compensation sought is \$47.00.
- 17 Creditors' Committee. Services rendered in this category include a conference with counsel to the creditors' committee. The total hours expended in this category are 0.5 and the total amount of compensation sought is \$205.00.
- 18 Claims Processing. Services rendered in this category include review and analysis of environmental issues, pending litigation, claims analysis, trade claims, tax claims, administrative claims, tort claims, insurance claims, employee claims, retiree claims, stay issues, preparation of complaints, various objections to claims including the preparation of numerous omnibus objections to claims and corresponding exhibits, and conferences and correspondence related thereto. This category includes extensive time in discussions with the Environmental Protection Agency regarding the settlement of a \$3 million dollar environmental claim related to the Ludlow Sand and Gravel Site. The total hours in this category are 348.7 and the total amount of compensation sought is \$85,109.50.
- 19 Miscellaneous Motions and Adversary Proceedings. Services rendered in this category include research and preparation of issues relating to section 1113 and section 1114 motions, preparation of and revisions to a dischargeability complaint against the PBGC, review and address motions for administrative claims of Boyd County and Oracle, review of and conferences regarding PBGC's motion for reconsideration, review and revise PBGC settlement agreement, and draft memorandum regarding collateral estoppel in adversary proceeding, and the preparation of motion to expedite appeals, and review and revisions to answer to insurance company adversary proceeding. The total hours in this are 133.3 and the total amount of compensation sought is \$24,104.50.
- 20 Sales. Services rendered in this category include responding to PBGC request for sales documents and various issues relating to closing obligations. The total hours expended in this category are 2.2 and the total amount of compensation sought is \$542.00.
- 21 Motions for Relief from Stay. Services rendered in this category include drafting and revising of and conferences regarding Aubert & Duval setoff motion and reviewing Liberty Mutual's motion for relief from stay. The total hours in this category are 19.0 and the total amount of compensation sought is \$4,465.00.
- 22 Retention of Professionals and Fee Applications. Services rendered in this category include draft fee applications and professional retention

applications, and related legal research, and conferences and meetings relating thereto. The total hours in this category are 97.1 and the total amount of compensation sought is \$17,753.50.

17. Set forth in Exhibits 1 – 22 is a listing of services provided by individual professionals and paraprofessionals during the Fifth Interim Fee Period in each category set forth in the Administrative Order and a summary of time and charges of each professional and paraprofessional who rendered services in each category.

18. A summary of expenses incurred during the Fifth Interim Fee Period is set forth in Exhibit C.

19. A summary of the quarterly and cumulative amount of time billed to each of these categories during the Final Application Period is set forth in Exhibit D.

20. The fees and expenses requested for the Final Application Period and Fifth Interim Fee Period by McGuireWoods LLP are based on its usual and customary hourly rates and expenses charged during the Final Application Period and Fifth Interim Fee Period for work performed for other clients on both bankruptcy and non-bankruptcy related matters.

21. McGuireWoods LLP has not represented or held an interest adverse to the estate, and is a disinterested person within the meaning established by §327(a) of the Bankruptcy Code.

WHEREFORE, McGuireWoods LLP respectfully requests that this Honorable Court enter an Order substantially in the form attached hereto, granting (i) final approval of compensation in the amount of \$3,485,241.50 in fees and reimbursement of expenses in the amount of \$234,382.82 for services rendered during the Final Application Period; (ii) final approval of interim compensation and reimbursement of expenses sought in the Fee Applications filed during the Fifth Interim Fee Period; and (iii) directing the Reorganized Debtors to immediately pay \$171,988.10

which represents the total fees and expenses requested for the Fifth Interim Fee Period less the interim monthly applications for fees and expenses previously paid.

Dated: January 9, 2004

Respectfully submitted,

**McGUIREWOODS LLP**



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Robert G. Sable, Esquire  
James E. Van Horn, Esquire  
Dominion Tower, 23<sup>rd</sup> Floor  
625 Liberty Avenue  
Pittsburgh, PA 15222  
Telephone: (412) 667-6000  
Facsimile: (412) 667-6050

Counsel to Special Metals Corporation,  
Inco Alloys International, Inc.,  
Special Metals Domestic Sales Corporation  
and A-1 Wire Tech, Inc.

**AFFIDAVIT**

COMMONWEALTH OF PENNSYLVANIA )  
 )  
 ) SS:  
COUNTY OF ALLEGHENY )

Robert G. Sable, being first duly sworn on oath, deposes and says that he is a partner in the law firm of McGuireWoods LLP, counsel for the Special Metals Corporation, Huntington Alloys Corporation, Special Metals Domestic Sales Corporation and A-1 Wire Tech, Inc.

That McGuireWoods LLP is a disinterested person and does not represent or hold an interest adverse to the interests of the Estates on the matters for which it was employed, in accordance with Section 327(a) of the Bankruptcy Code;

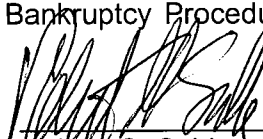
That no prohibited agreement or understanding exists between McGuireWoods LLP or any of its employees and any other person or persons for a division of compensation in this proceeding;

That no division of fees prohibited by §504 of the Bankruptcy Code has been or will be made;

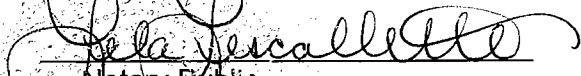
That no agreement prohibited by 18 U.S.C. §155 has been or will be made by McGuireWoods LLP or any of its employees;

That no other prohibited division of compensation has been or will be made by McGuireWoods LLP or any of its employees;

That, in addition, the foregoing Application is submitted in accordance with the provisions of Rule 2016 of the Federal Rules of Bankruptcy Procedure and the Rules of this Court.

  
\_\_\_\_\_  
Robert G. Sable

Sworn to and subscribed  
before me this 9<sup>TH</sup> day  
of January, 2004.

  
\_\_\_\_\_  
Notary Public

Notarial Seal  
Lela Lescaillette, Notary Public  
City Of Pittsburgh, Allegheny County  
My Commission Expires Mar. 4, 2006  
Member, Pennsylvania Association Of Notaries

**CERTIFICATE OF SERVICE**

The undersigned certifies that a copy of the foregoing was served this 12th day of January, 2003, by regular United States mail, postage prepaid, upon the following:

Special Metals Corporation  
Attn: Dennis Wanlass  
3200 Riverside Drive  
Huntington, WV 25705-1771

McGuireWoods LLP  
Attn: Robert G. Sable and Mark E. Freedlander  
625 Liberty Avenue  
Dominion Tower, 23<sup>rd</sup> Floor  
Pittsburgh, PA 15222

Blank Rome Tenzer & Greenblatt, LLP  
Attn: Mark E. Richards  
Chrysler Building  
405 Lexington Avenue  
New York, NY 10174-0208

Stoll, Keenon & Park, LLP  
Attn: Gregory D. Pavey  
300 West Vine Street  
Suite 2100  
Lexington, KY 40507

Credit Lyonnais  
c/o Latham & Watkins  
Attn: Robert Rosenberg and Shari Siegel  
885 Third Avenue, Suite 1000  
New York, NY 10022

Wise & Delcotto  
Attn: Tracey N. Wise  
219 North Upper Street  
Lexington, KY 40507

Office of the United States Trustee  
100 East Vine Street, Suite 803  
Lexington, Kentucky 40507

  
**COUNSEL FOR THE DEBTORS**

Exhibit A

EASTERN DISTRICT OF KENTUCKY  
**FILED**

**JUN 03 2002**

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

AT LEXINGTON  
JERRY D. TRUITT, CLERK  
U.S. BANKRUPTCY COURT

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

**MCGUIREWOODS LLP AS DEBTORS' COUNSEL**

Upon the application (the "Application") of the Debtors for an order pursuant to section 327(a) of title 11 of the United States Code (the "Bankruptcy Code") authorizing and approving the employment of McGuireWoods LLP ("MW") under a general retainer to serve as Debtors' counsel in their cases; and upon the verified statement of Robert G. Sable, a partner of MW (the "Sable Statement"); and the Court being satisfied, based on the representations made in the Application and the Sable Statement, that said attorneys represent no interest adverse to the Debtors' estates with respect to the matters upon which they are to be engaged, and that the employment of MW, as Debtors' counsel, is necessary and in the best interests of the Debtors and their estates; and it appearing that notice of the Application having been given to the parties specified in the Application, and that no other or further notice need be given; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that, pursuant to section 327(a) of the Bankruptcy Code and Fed. R. Bankr. P. 2014(a), the Debtors are authorized to employ and retain MW as Debtors' counsel under a general retainer effective as of March 27, 2002 to continue to advise and represent the Debtors; and it is further

**JUN 05 2002**




ORDERED that MW shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Federal Rules of Bankruptcy Procedure, Local Rules, the Fee Guidelines promulgated by the Executive Office of the United States Trustee, and procedures as may be fixed by order of this Court, and MW is hereby authorized to hold and apply the retainer of approximately \$200,000.00 pursuant to the terms set forth in the Sable Statement or such other terms as may be required by this Court.

Dated:                      JUN 03 2002

  
UNITED STATES BANKRUPTCY JUDGE

Tendered by:

  
Robert G. Sable  
Mark E. Freedlander  
**McGUIREWOODS LLP**  
Dominion Tower, 23<sup>rd</sup> Floor  
325 Liberty Avenue  
Pittsburgh, PA 15222  
Telephone: (412) 667-6000  
Facsimile: (412) 667-6050

and –

Gregory R. Schaaf  
Kimberly H. Bryant  
**GREENEBAUM DOLL & McDONALD PLLC**  
333 West Vine Street, Suite 1400  
Lexington, Kentucky 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 the parties listed on the attached service list, and shall file with the Court a certificate of service within five (5) days hereof.**

Exhibit B

**FEE SUMMARY OF PROFESSIONALS**

<b>NAME</b>	<b>TITLE</b>	<b>HOURLY RATE</b>
Benjamin B. Iselin	Partner	\$455.00
Paul E. Fisher	Partner	\$455.00
Patrick L. Hayden	Partner	\$430.00
Robert G. Sable	Partner	\$410.00
D. Michael Jones	Partner	\$370.00
David P. Pusateri	Partner	\$330.00
Philip C. Spahn	Partner	\$330.00
Ronald W. Schuler	Partner	\$315.00
Mark E. Freedlander	Partner	\$300.00
Ronald W. Crouch	Partner	\$300.00
Stephen C. Matheny	Partner	\$285.00
Alan K. Sable	Partner	\$265.00
Jeffrey J. Ludwikowski	Partner	\$255.00
Lucile J. Anutta	Of Counsel	\$370.00
Gerald J. Stubenhofer	Associate	\$240.00
David I. Swan	Associate	\$235.00
Robert A. Cox, Jr.	Associate	\$230.00
Daniel A. Austin	Associate	\$225.00
Sally E. Edison	Associate	\$215.00
Sarah B. Boehm	Associate	\$210.00
Alyssa McCarthy	Associate	\$205.00
Stacia Christman	Associate	\$205.00
James E. Van Horn	Associate	\$170.00
Kevin Batik	Associate	\$170.00
Shannon H. Paliotta	Associate	\$170.00
Melissa A. Posten	Paralegal	\$140.00
Leslie Ann Glasl	Paralegal	\$125.00
Martha Lynn Wigton	Paralegal	\$120.00
Heather Rajoppi Hickman	Paralegal	\$110.00
Thomas Matthew Collins	Paralegal	\$110.00
Vicki L. Curfman	Paralegal	\$110.00
Mary Jo Albright	Paralegal	\$105.00

Exhibit C

**Special Metals - Expenses from 8/03 to 11/03**

Month	Copies	Fax	Network Copies	Postage	Computer Research	Travel	Overtime	Phone	Outside Copies	Total
August, 2003	\$1,702.20	\$68.00	\$652.40	\$58.98	\$1,630.45	\$1,007.87	\$240.00	\$266.00	\$9,693.28	\$15,319.18
September, 2003	\$2,963.80	\$92.00	\$678.40	\$1,064.55	\$2,985.13	\$17,346.56	\$0.00	\$268.60	\$10,244.61	\$35,643.65
October, 2003	\$1,137.60	\$62.00	\$89.80	\$186.55	\$926.32	\$3,852.48	\$0.00	\$298.56	\$3,124.95	\$9,678.26
November, 2003	\$646.40	\$283.50	\$0.00	\$167.47	\$395.35	\$2,041.98	\$0.00	\$243.00	\$448.65	\$4,226.35
<b>Totals:</b>	<b>\$6,450.00</b>	<b>\$505.50</b>	<b>\$1,420.60</b>	<b>\$1,477.55</b>	<b>\$5,937.25</b>	<b>\$24,248.89</b>	<b>\$240.00</b>	<b>\$1,076.16</b>	<b>\$23,511.49</b>	<b>\$64,867.44</b>

Exhibit D

Matter	August	September	October	November	Total Current	Previous Applications	Cumulative
1	\$5,694.00	\$10,883.00	\$18,158.00	\$6,315.00	\$41,050.00	\$345,952.00	\$387,002.00
2	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$41,953.50	\$41,953.50
3	\$3,080.00	\$332.00	\$0.00	\$0.00	\$3,412.00	\$7,028.00	\$10,440.00
4	\$4,491.00	\$0.00	\$0.00	\$0.00	\$4,491.00	\$163,543.00	\$168,034.00
5	\$0.00	\$157.50	\$0.00	\$0.00	\$157.50	\$3,968.50	\$4,126.00
6	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$270.00	\$270.00
7	\$117.50	\$0.00	\$0.00	\$0.00	\$117.50	\$4,366.00	\$4,483.50
8	\$3,215.50	\$2,272.00	\$2,463.00	\$713.50	\$8,664.00	\$38,560.00	\$47,224.00
9	\$109,016.00	\$113,130.50	\$64,027.00	\$40,704.50	\$326,878.00	\$695,901.00	\$1,022,779.00
10	\$826.00	\$2,246.00	\$1,657.00	\$7,975.50	\$12,704.50	\$107,022.00	\$119,726.50
11	\$327.00	\$0.00	\$47.00	\$0.00	\$374.00	\$28,404.50	\$28,778.50
12	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,345.00	\$1,345.00
13	\$63,480.50	\$136,092.00	\$45,452.00	\$76,113.50	\$321,138.00	\$481,845.50	\$802,983.50
14	\$1,057.50	\$1,858.50	\$258.50	\$507.00	\$3,681.50	\$20,582.00	\$24,263.50
15	\$0.00	\$94.00	\$1,427.00	\$3,525.00	\$5,046.00	\$4,179.50	\$9,225.50
16	\$0.00	\$47.00	\$0.00	\$0.00	\$47.00	\$5,940.50	\$5,987.50
17	\$0.00	\$0.00	\$0.00	\$205.00	\$205.00	\$38,223.00	\$38,428.00
18	\$25,600.50	\$12,332.50	\$24,302.00	\$22,874.50	\$85,109.50	\$258,324.00	\$343,433.50
19	\$2,546.50	\$2,097.50	\$6,850.00	\$12,610.50	\$24,104.50	\$60,934.50	\$85,039.00
20	\$0.00	\$78.50	\$463.50	\$0.00	\$542.00	\$170,319.50	\$170,861.50
21	\$564.00	\$352.50	\$3,548.50	\$0.00	\$4,465.00	\$7,318.50	\$11,783.50
22	\$4,235.00	\$5,064.00	\$5,378.00	\$3,076.50	\$17,753.50	\$139,304.00	\$157,057.50
23	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$16.50	\$16.50
Totals:	\$224,251.00	\$287,037.50	\$174,031.50	\$174,620.50	\$859,940.50	\$2,625,301.00	\$3,485,241.50

Matter 0001	GENERAL (ADMINISTRATIVE MATTERS)													
	August, 2003			September, 2003			October, 2003			November, 2003			Total	
	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Hours	Fees
Professional														
Robert G. Sable	\$410.00	1.7	\$697.00	\$410.00	4.5	\$1,845.00	\$410.00	15.3	\$6,273.00	\$410.00	1.7	\$697.00	23.2	\$9,512.00
Ronald W. Schuler	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$315.00	4.6	\$1,449.00	\$315.00	0.3	\$94.50	4.9	\$1,543.50
Alan K. Sable	\$265.00	0.6	\$159.00	\$265.00	0.2	\$53.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	0.8	\$212.00
David J. Swan	\$235.00	2.4	\$564.00	\$235.00	0.3	\$70.50	\$235.00	7.6	\$1,786.00	\$235.00	0.6	\$141.00	10.9	\$2,561.50
Robert A. Cox, Jr.	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$230.00	4.0	\$920.00	4.0	\$920.00
Daniel A. Austin	\$225.00	0.5	\$112.50	\$0.00	0.0	\$0.00	\$225.00	0.2	\$45.00	\$0.00	0.0	\$0.00	0.7	\$157.50
Martha Lynn Wigton	\$120.00	8.1	\$972.00	\$120.00	0.6	\$72.00	\$120.00	3.3	\$396.00	\$0.00	0.0	\$0.00	12.0	\$1,440.00
Heather Rajoppi Hickman	\$110.00	4.9	\$539.00	\$110.00	4.5	\$495.00	\$110.00	1.7	\$187.00	\$0.00	0.0	\$0.00	11.1	\$1,221.00
Thomas Matthew Collins	\$110.00	0.9	\$99.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	0.9	\$99.00
Mary Jo Albright	\$105.00	24.3	\$2,551.50	\$105.00	79.5	\$8,347.50	\$105.00	76.4	\$8,022.00	\$105.00	42.5	\$4,462.50	222.7	\$23,383.50
<b>Total:</b>		<b>43.4</b>	<b>\$5,694.00</b>		<b>89.6</b>	<b>\$10,883.00</b>		<b>109.1</b>	<b>\$18,158.00</b>		<b>49.1</b>	<b>\$6,315.00</b>	<b>291.2</b>	<b>\$41,050.00</b>





Robert G. Sable  
412.667.7936

Dominion Tower, 23rd Floor  
625 Liberty Avenue  
Pittsburgh PA 15222

September 16, 2003

Special Metals Corporation  
Attn: Dennis L. Wanlass, Vice President and  
Chief Financial Officer  
3200 Riverside Drive  
Huntington, WV 25705-1771

Bill Through: 08/31/03

**INVOICE NO. 90581165**

**TAX ID NO. 54-0505857**

**FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED:**

Re: General Administration  
Our File No. 2035688-0001  
For Services Rendered Through Aug 31, 2003

08/01/03 DAA	Review monthly report and other pleadings in the case	.20
08/01/03 HRH	Review, organize and index documents into summation	.70
08/04/03 DIS	Telephone conference with R. McDonald and review press release (.3); telephone call to D. Wanlass (.1); exchange calls with T. Hutson (.1)	.50
08/04/03 DIS	Review various e-mails and respond regarding erroneous notice of conversion	.20
08/04/03 HRH	Review, organize and index documents into summation	1.40
08/08/03 DIS	Telephone conference with P. Hayden regarding DRX and related procedural matters	.20

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08/11/03	RGS	Prepare for and participate in board call	1.50
08/11/03	DAA	Review pleadings in the case and calls to J. Bailes	.30
08/12/03	HRH	Review recent e-mails received	.40
08/13/03	AKS	Telephone conference with R. McDonald regarding exit financing issues	.20
08/13/03	HRH	Review recent e-mails received	.30
08/13/03	TMC	Reconfigure pdf files attached to e-mail from D. Swan and return files in requested format with required edits	.50
08/14/03	HRH	Review recent e-mails received	.40
08/16/03	RGS	Respond to R. Dropkin regarding Inco	.20
08/18/03	DIS	Telephone conference with R. McDonald regarding collection case	.20
08/18/03	DIS	Review Precision Metals setoff agreement; telephone conference with R. McDonald	.30
08/18/03	MJA	Document review, separate by matter number, chronological order and begin indexing into summation	7.00
08/20/03	DIS	Telephone conference with R. Sable regarding bank account issue and service issue	.20
08/20/03	DIS	E-mail exchange with R. McDonald regarding bank accounts	.10
08/20/03	DIS	Telephone conference with R. McDonald regarding Committee issues, preferences and support letter	.30
08/20/03	MLW	Review and reconcile UCC, judgment and lien search results against summary of same	.40
08/20/03	HRH	Review, organize and index documents into summation	.80
08/21/03	MJA	Continue summation index of general correspondence regarding Board meetings, agendas, etc.; chronological order for incorporation into existing files	6.00

08/22/03	HRH	Telephone conference with D. Swan regarding request for address information regarding U.S. Attorney of Eastern District of Kentucky and Department of Justice (.2); internet research regarding same (.2)	.40
08/22/03	MJA	Continue summation index of correspondence, miscellaneous notes and reports	6.30
08/25/03	MLW	Review and reconcile UCC, judgment and lien searches for Inco Alloys International, Inc. against summary of same (2.0); review and reconcile UCC, judgment and lien searches for Special Metals Corporation against summary of same (1.5)	3.50
08/26/03	DIS	Telephone conference with P. Johnson regarding supplier issue	.10
08/26/03	DIS	Review Huntington Sanitary Board utility issue and telephone conference with B. Sweeney	.30
08/27/03	MLW	Review and reconcile UCC, judgment and lien search results against summary of same for Special Metals (.6); review and reconcile UCC, judgment and lien search results against summary of same for A-1 Wire Tech, Inc. (.2); review and reconcile UCC, judgment and lien search results against summary of same for Special Metals Domestic Sales Corporation (.2); revise summary (.6)	1.60
08/27/03	TMC	Research documents e-mailed from D. Swan, prepare as requested and return via e-mail	.40
08/28/03	AKS	Review UCC and lien searches	.40
08/28/03	MLW	Revise summary of UCC, lien and judgment searches (.3); prepare binders of search results (2.3)	2.60
08/28/03	HRH	Telephone conference with R. Sable regarding news article published in New York Times relating to Credit Lyonnais (.2); review news article on internet and transmit to R. Dropkin and D. Wanlass, et al. (.3)	.50
08/29/03	MJA	Continue with document review and matter number indexing of all recent correspondence	5.00



08/21/03	Rosebud Deli - Special Metals Lunch Mtg - Rosebud	\$21.83
08/21/03	FedEx Priority Overnight/Int'l Priority to Jacksonville, FL Tracking #: 634500326750	\$11.55
08/21/03	Robert G. Sable, travel to Charleston, WV to attend meeting with retiree committee 07/09/03; airfare	\$839.50
08/22/03	Elite Limousine, Inc. - P. Hayden	\$40.80
08/26/03	Vicki L. Curfman, Dinner 08/19/03	\$12.48
08/26/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500327150	\$9.70
08/26/03	Vicki L. Curfman, Dinner 08/18/03	\$9.56
08/28/03	FedEx Priority Overnight/Int'l Priority to Huntington, WV Tracking #: 836150974794	\$10.22

TOTAL EXPENSES

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\$15,319.18

TOTAL FOR MATTER 2035688-0001

\$21,013.18



Robert G. Sable  
412.667.7936

Dominion Tower, 23rd Floor  
625 Liberty Avenue  
Pittsburgh PA 15222

October 14, 2003

Special Metals Corporation  
Attn: Dennis L. Wanlass, Vice President and  
Chief Financial Officer  
3200 Riverside Drive  
Huntington, WV 25705-1771

Bill Through: 09/30/03

INVOICE NO. 90588396

TAX ID NO. 54-0505857

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED:

Re: General Administration  
Our File No. 2035688-0001  
For Services Rendered Through Sep 30, 2003

09/03/03 RGS	Telephone conference with L. Thompson (.4); telephone conference with B. Dropkin regarding hearing and corporate grievance matters (.4); conference with B. Rosenberg regarding case issues (.2)	1.00
09/03/03 MJA	Import and index pleadings filed from 8/20 into summation database	2.00
09/03/03 MJA	Document review of old correspondence for separation by subject matter to be indexed into summation	.80
09/04/03 RGS	Telephone conference with B. Rosenberg (.2); telephone conference with L. Thompson regarding preparation for board meeting and related issues (.2); prepare for and participate in board call (1.7)	2.10

09/04/03	HRH	Internet research for addresses of U.S. Attorney for Eastern District of Kentucky and Attorney General as per D. Swan's request	.30
09/04/03	MJA	Continue with summation index of correspondence and reports regarding Board of Directors meeting minutes, agendas, etc.	4.50
09/05/03	MJA	Document review of old correspondence, reports and miscellaneous documents and separate by matter number indexing documents in summation database and chronological order for incorporation into hard files	6.00
09/09/03	HRH	Review files and database for pension plan documentation as per attorney's request	.60
09/09/03	HRH	Transmit documentation to N. Rimmer upon request	.20
09/09/03	MJA	Index recent pleadings into summation database	2.00
09/10/03	RGS	Telephone conference with L. Thompson (.2); letter to L. Thompson regarding compensation committee issues (.3)	.50
09/10/03	DIS	Review various e-mails and telephone conference with R. McDonald regarding Ryerson credit	.20
09/10/03	MJA	Review e-mail for daily correspondence	.20
09/10/03	MJA	Review documents and separate by matter number for indexing into summation database	7.50
09/11/03	MJA	Update extranet with all new filings and upload pleadings for download to extranet	7.00
09/12/03	RGS	Telephone conference with B. Dropkin regarding board meeting, etc.	.20
09/12/03	MJA	Upload pleadings to extranet, index into summation database and update extranet entries for all SMC cases	6.00
09/16/03	HRH	Review files and database for contact information of Congress Financial Corporation as per attorney's request	.40
09/16/03	MJA	Continue summation index of correspondence and other miscellaneous documents	7.00

09/17/03	HRH	Review files and database for subordination agreement between SMC and SIMA and related intercreditor agreement upon attorney's request	.60
09/17/03	MJA	Work on summation index of correspondence and continue index and chronological order of all miscellaneous documents	6.00
09/18/03	HRH	Review files and database for Inco Ltd. documentation upon attorney's request	.60
09/18/03	MJA	Import all other docket entries to extranet, upload pleadings for download to extranet and index entries into summation	4.00
09/19/03	MJA	Update extranet	4.00
09/22/03	MJA	Continue with aummmation index of documents and chronological order for inclusion into hard files and binders	6.00
09/23/03	MLW	Prepare summary of corporate information for bring-down	.60
09/24/03	DIS	Telephone conference with V. Batey regarding service issues	.10
09/24/03	HRH	Review research regarding fiduciary duties of board as per S. Edison's request	.40
09/24/03	MJA	Update extranet, continue with summation index of documents, review correspondence and e-mail and separate by matter number	5.00
09/25/03	HRH	Research database for date of first meeting of creditors as per attorney's request	.20
09/25/03	MJA	Upload pleadings for download to extranet; respond to attorney's requests for various orders	7.00
09/26/03	HRH	E-file SMC's response to W. Castledine's motion	.40
09/26/03	MJA	Continue with summation index of documents	4.50
09/29/03	HRH	E-file certificate of service regarding response of SMC to W. Castledine's motion	.40
09/30/03	AKS	Attention to updated lien and judgment searches	.20



09/30/03	RGS	Review financial information from J. Gillespie (.3); telephone conference with J. Gillespie regarding preparation (.2)	.50
09/30/03	RGS	Review current financial statement from SMC	.20
09/30/03	HRH	E-file notice of hearing relating to W. Castledine matter	.40

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Robert G. Sable	\$410.00	4.5	\$1,845.00
Alan K. Sable	\$265.00	0.2	\$53.00
David I. Swan	\$235.00	0.3	\$70.50
Martha Lynn Wigton	\$120.00	0.6	\$72.00
Heather Rajoppi Hickman	\$110.00	4.5	\$495.00
Mary Jo Albright	\$105.00	79.5	\$8,347.50
		89.6	\$10,883.00
	TOTAL FEES		

Disbursements and Other Expenses:

Copy Charges	\$2,963.80
Rate=.20 Quantity=14819	
Fax Charges	\$92.00
Rate=.50 Quantity=184	
Computer Research - Lexis	\$2,656.00
Rate=204.31 Quantity=13	
Postal Service Charges	\$374.50
Network Copy Charges	\$678.40
Rate=.20 Quantity=3392	
Long Distance Telephone Charges	\$231.00
Computer Research	\$25.13
Westlaw Research	\$304.00
Rate=152.00 Quantity=2	
08/13/03 American Express - David Swan travel from Pittsburgh, PA to New York, NY on 8/22/03 Ticket#:0377454224026	\$780.80
08/13/03 American Express - Vicki Curfman travel from Pittsburgh, PA to Lexington, KY on 9/1/03 Ticket#:0377454224143	\$432.70
08/13/03 American Express - Vicki Curfman travel from Pittsburgh, PA to Lexington, KY on 9/2/03 Ticket#:0067454224130	\$429.50
08/13/03 American Express - Ronald Crouch travel from Pittsburgh, PA to Lexington, KY on 9/1/03 Ticket#:0377454224133	\$432.70
08/13/03 American Express - Thomas Matthew Collins, Service Fee Ticket #0377454224153	\$27.00

08/13/03	American Express - Ronald Crouch Travel From: Pittsburgh, PA to Lexington, KY on 9/1/03 Ticket#:0067454224135	\$429.50
08/13/03	American Express - Thomas Collins travel from Huntington to Pittsburgh, PA on 9/1/03 Ticket#:0377454224153	\$585.00
08/20/03	A Litigation Copies (16060);Tabs (Sold) (1320);Labor/HandTime (3) - Invoice No. PIT160994	\$1,908.15
09/03/03	FedEx Priority Overnight/Int'l Priority to New York, NY Tracking #: 634500328124	\$27.70
09/04/03	FedEx Priority Overnight/Int'l Priority to Washington, DC Tracking #: 634500328260	\$10.22
09/04/03	Robert G. Sable, travel to Lexington, KY to attend hearing 07/23/03; room and mileage	\$410.40
09/04/03	David I Swan, travel 08/22/03; meals, taxis and parking	\$92.46
09/05/03	D Litigation Copies (26939);Color Copies (496);B2 Labeling (27435) - Invoice No. PIT161331	\$8,336.46
09/08/03	Thomas M. Collins, travel 09/03/03; room, meals, mileage, rental car, gas and parking	\$505.11
09/08/03	Thomas M. Collins, travel 08/29/03; dinner and parking	\$27.00
09/08/03	Robert G. Sable, travel to and from Lexington, KY to attend hearing 09/02/03 thru 09/03/02; airfare, room, meals and taxis	\$1,364.35
09/08/03	FedEx Priority Overnight/Int'l Priority to Washington, DC Tracking #: 634500328499	\$9.70
09/08/03	Thomas M. Collins, travel 08/18/03; dinner and parking	\$31.95
09/08/03	Thomas M. Collins, travel 08/19/03; dinner and parking	\$28.00
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328710	\$21.36
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328720	\$29.37
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328753	\$28.48
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328742	\$26.70
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328764	\$26.70
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328775	\$24.92
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328786	\$17.80
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328797	\$27.59
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328731	\$30.26

09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328650	\$38.41
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328661	\$24.03
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328672	\$25.81
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328683	\$30.26
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328694	\$24.92
09/09/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328709	\$22.25
09/10/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500328960	\$7.50
09/12/03	Gerald J. Stubenhofer - at hearing 9/1 & 9/3; airfare, dinner and parking	\$984.18
09/12/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500329201	\$10.87
09/12/03	Vicki Curfman- travel to Lexington 9/1-9/3 & 9/8; dinner, parking and tolls	\$73.69
09/12/03	Kevin Batik - document review 8/28-9/3; airfare, hotel, breakfast, lunch, dinner, rental car and parking	\$1,924.03
09/15/03	Robert G. Sable - travel to Huntington, WV for negotiations with USWA 9/5/03; airfare, hotel, lunch, dinner and taxi	\$1,020.93
09/16/03	FedEx Priority Overnight/Int'l Priority to Highland Park, IL Tracking #: 634500329418	\$22.30
09/23/03	Robert G. Sable - travel to Lexington, KY to attend hearing 9/11/03; airfare, hotel, breakfast, dinner, parking and taxi	\$1,239.20
09/23/03	FedEx Priority Overnight/Int'l Priority to Hartford, CT Tracking #: 842668846807	\$10.93
09/23/03	FedEx Priority Overnight/Int'l Priority to Marathon, FL Tracking #: 842668846748	\$12.95
09/23/03	FedEx Priority Overnight/Int'l Priority to Milton, WV Tracking #: 836150974176	\$21.10
09/23/03	FedEx Priority Overnight/Int'l Priority to Boston, MA Tracking #: 842668846781	\$10.93
09/23/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 842668846759	\$9.70
09/23/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 836150974680	\$9.70
09/23/03	FedEx Priority Overnight/Int'l Priority to Washington, DC Tracking #: 842668846737	\$9.70
09/23/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 836150974669	\$7.50
09/23/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 836150974658	\$9.70
09/23/03	FedEx Priority Overnight/Int'l Priority to Chicago, IL Tracking #: 836150974636	\$10.93

09/23/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 836150974202	\$9.70
09/23/03	FedEx Priority Overnight/Int'l Priority to Philadelphia, PA Tracking #: 836150974187	\$9.70
09/23/03	FedEx Priority Overnight/Int'l Priority to Boston, MA Tracking #: 836150974691	\$10.93
09/23/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 836150974706	\$9.70
09/23/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 842668846770	\$9.70
09/23/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 842668846760	\$9.70
09/23/03	FedEx Priority Overnight/Int'l Priority to Washington, DC Tracking #: 842668846715	\$9.70
09/23/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 842668846792	\$9.70
09/24/03	Ronald W. Crouch, travel to Huntington 08/25/03; airfare, lunch, rental car, parking and gas	\$675.87
09/24/03	Ronald W. Crouch, Stubenhofer and Curfman travel to Lexington 09/01/03; room, phone charges, meals, rental car and parking	\$977.85
09/25/03	Ronald W. Crouch- dinner 9/1/03	\$31.49
09/25/03	Vicki Curfman - travel to Lexington 9/10-9/12; hotel and parking	\$449.13
09/25/03	Ronald W. Crouch - Verizon wireless 9/7/03; cell phone calls	\$37.60
09/25/03	Ronald W. Crouch - travel to Lexington 9/10-9/12; airfare, hotel, phone, dinner, rental car, parking and gas	\$3,857.27
09/26/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 791681679655	\$10.93
09/26/03	Patrick L. Hayden - Split airfare from Lexington	\$299.86
10/03/03	Patrick L. Hayden- Travel to Lexington 9/24-9/25 ; hotel, dinner, parking and tolls	\$236.59

TOTAL EXPENSES

\$35,643.65

TOTAL FOR MATTER 2035688-0001

\$46,526.65

# McGUIREWOODS

Robert G. Sable  
412.667.7936

Dominion Tower, 23rd Floor  
625 Liberty Avenue  
Pittsburgh PA 15222

November 17, 2003

Special Metals Corporation  
Attn: Dennis L. Wanlass, Vice President and  
Chief Financial Officer  
3200 Riverside Drive  
Huntington, WV 25705-1771

Bill Through: 10/31/03

**INVOICE NO. 90598237**

**TAX ID NO. 54-0505857**

**FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED:**

Re: General Administration  
Our File No. 2035688-0001  
For Services Rendered Through Oct 31, 2003

09/30/03	MJA	Download pleadings from docket for upload to extranet	6.00
10/01/03	DIS	Telephone conference with R. McDonald regarding CIGNA dispute and various other matters	.50
10/01/03	DIS	Telephone conference with R. Schultz of Congress Financial regarding closing issues	.20
10/01/03	MLW	Revise title commitment index	.20
10/01/03	MJA	Import docket summaries to summation database	6.00
10/02/03	MJA	Review e-mails for recent correspondence, print and separate by matter number for indexing	1.00
10/03/03	RGS	Telephone conference with B. Dropkin regarding board meeting and prepare for board meeting	.50

10/03/03	MJA	Index correspondence and miscellaneous documents into summation database regarding board matters	8.00
10/04/03	RGS	Respond to e-mail from D. Wanlass and B. Dropkin	.30
10/04/03	RGS	Prepare for board meeting in New York City	.40
10/04/03	DIS	Analyze various closing obligations (.3); e-mail V. Batey regarding non-tax priority claims (.1); e-mail A. Qualls regarding KERP (.1); e-mail M. Albright regarding professional fees (.1); e-mail P. Hayden regarding summary of obligations (.2)	.80
10/07/03	RGS	Travel to New York for board meeting (5.0 hours billed at 50%)	2.50
10/07/03	RGS	Attend board of directors meeting in New York City	4.00
10/07/03	MJA	Review documents and separate by matter number	3.00
10/08/03	RGS	Travel from New York City from board meeting (5.0 hours billed at 50%)	2.50
10/09/03	RGS	Review open issues and prepare internal memorandum	1.20
10/09/03	DIS	Review information certificate and litigation information	.20
10/09/03	DIS	Conference K. Batik regarding INCO transfer removal issues	.30
10/09/03	HRH	Obtain most recent 10K and 10Q reports on Edgar and scan as per R. Sable's request	.40
10/09/03	HRH	Review and analyze INCO documentation	.60
10/10/03	DIS	Telephone conference with P. Hayden regarding list of post-confirmation issues	.20
10/10/03	DIS	Review task list memorandum; telephone conference with P. Hayden; discuss with R. Sable	.40
10/10/03	HRH	Update INCO file as per R. Sable's request	.30
10/10/03	MJA	Continue with summation index of correspondence	4.50

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10/11/03 DIS	Organize documents and post-confirmation task list	.50
10/11/03 DIS	Telephone conference with R. Sable and P. Hayden regarding list of issues and tasks	.70
10/13/03 RWS	Conference with R. McDonald; conference with P. Hayden; corporate matters	1.40
10/13/03 DIS	Two telephone calls with P. Hayden regarding post-confirmation issues and closing payment list	.60
10/14/03 MJA	General document review, separate by matter number for indexing into summation and chronological order for incorporation into hard files	6.50
10/15/03 RWS	Conference with P. Hayden; review resolutions and CUSIP matter	.80
10/15/03 DIS	Review Inco memorandum prepared by K. Batik and comment	.20
10/15/03 DIS	Telephone conference with R. McDonald regarding various issues	.50
10/15/03 MJA	Upload documents from docket; download all recent filings to extranet	6.00
10/16/03 DIS	Telephone conference with P. Hayden regarding board resolution	.20
10/16/03 DIS	Telephone conference with R. Sable regarding Cigna and various other issues	.30
10/16/03 MJA	Upload all new pleadings from docket; download and import onto extranet	6.00
10/17/03 RGS	Telephone conference with R. Rosenberg regarding board meeting post-consummation in response to memorandum from B. Dropkin	.20
10/17/03 DIS	E-mail correspondence with D. Bias and others regarding Aubert & Duval	.20
10/17/03 MLW	Review UCC, judgment and lien search results; reconcile with summary; update summary to reflect new results	1.50

10/17/03	HRH	Telephone conference with R. Sable regarding motion filed by salaried retirees to require debtors to modify confirmed plan (.1); obtain motion and transmit to D. Wanlass and R. Rosenberg (.3)	.40
10/20/03	RWS	Conference with P. Hayden; review filed charters and by-laws	1.40
10/20/03	DIS	Conference with R. Sable regarding various issues and to do list	.40
10/20/03	MJA	Document review for separation by matter number, chronological order for indexing and incorporation into files	4.50
10/21/03	DIS	Telephone conference with R. Sable and P. Hayden regarding post-confirmation issues and developments	.40
10/21/03	DAA	Review numerous e-filed documents	.20
10/21/03	MJA	Download pleadings and orders from docket for upload to extranet	3.50
10/22/03	DIS	Telephone conference with R. McDonald regarding insurance appeals and various other matters	.20
10/22/03	MLW	Telephone call with T. Bennett regarding updated searches; telephone calls to J. Montague of Fidelity regarding local UCC, judgment and lien searches; review correspondence from T. Bennett regarding Huntington Alloys; reconcile T. Bennett's list of outstanding searches with existing information	.80
10/22/03	MJA	Download all pleadings entered on docket; upload to extranet; import into summation	5.00
10/23/03	RGS	Telephone conference with B. Dropkin regarding corporate grievance and related issues	.30
10/24/03	RGS	Review e-mail and information regarding bank meeting, etc.	.30
10/24/03	MLW	Telephone call with J. Montague of Fidelity National Title regarding status of UCC, lien and judgment searches	.10



10/24/03 MJA	Review D. Swan's request for SMC's answer to Century's complaint; run extranet search and forward to D. Swan	.50
10/24/03 MJA	Download new filings from docket; upload to extranet; create new extranet databases for appeals cases; review district court docket and upload dockets so far to databases; review calendar for upcoming hearings	4.50
10/27/03 RGS	Prepare for board meeting (.4); participate in board meeting (2.5); telephone conference with B. Dropkin regarding further action and open issues (.2)	3.10
10/27/03 RWS	Stock certificates; corporate matters	.60
10/27/03 DIS	Conference with J. Ludwikowski regarding Ludlow settlement issues	.20
10/28/03 MLW	Telephone call with J. Montague of Fidelity regarding status of searches; correspondence to J. Montague regarding same	.70
10/28/03 MJA	Download pleadings from docket and upload to extranet	6.00
10/29/03 MJA	Import docket entries to summation database	5.00
10/30/03 DIS	E-mail correspondence with J. Stratton and R. McDonald regarding A. Credit	.20
10/30/03 MJA	Review District Court docket; review e-mail from K. Wilson and forward to D. Swan	.40
10/31/03 RWS	Correspondence with R. McDonal regarding charter documents, etc.	.40
10/31/03 DIS	Telephone conference with P. Hayden regarding professional fees and other administrative obligations	.30
10/31/03 DIS	E-mail correspondence with J. Stratton and R. McDonald regarding A. Credit	.10

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Robert G. Sable	\$410.00	15.3	\$6,273.00
Ronald W. Schuler	\$315.00	4.6	\$1,449.00
David I. Swan	\$235.00	7.6	\$1,786.00
Daniel A. Austin	\$225.00	0.2	\$45.00

Martha Lynn Wigton	\$120.00	3.3	\$396.00
Heather Rajoppi Hickman	\$110.00	1.7	\$187.00
Mary Jo Albright	\$105.00	76.4	\$8,022.00
TOTAL FEES		109.1	\$18,158.00

Disbursements and Other Expenses:

Copy Charges		\$1,137.60
Rate=.20 Quantity=5688		
Fax Charges		\$62.00
Rate=.50 Quantity=124		
Computer Research - Lexis		\$886.00
Rate=177.20 Quantity=5		
Postal Service Charges		\$4.55
Network Copy Charges		\$89.80
Rate=.20 Quantity=449		
Long Distance Telephone Charges		\$263.55
Computer Research		\$40.32
09/16/03 American Express - Patrick Hayden travel from New York, NY to Lexington, KY on 9/24/03 Ticket#:0377456969436		\$954.61
09/16/03 American Express - David Swan travel from Pittsburgh, PA to Lexington, KY on 9/24/03 Ticket#:0377459455804		\$865.40
09/16/03 American Express - Patrick Hayden, Service Fee Ticket #0377456969436		\$27.00
09/16/03 American Express - David Swan, Service Fee Ticket #0377459455804		\$27.00
09/16/03 American Express - Vicki Curfman travel from Lexington, KY to Pittsburgh, PA on 9/1/03 Ticket#:0067454224188		\$49.50
09/16/03 American Express - Ronald Crouch travel from Lexington, KY to Pittsburgh, PA on 9/1/03 Ticket#:0067454224189		\$49.50
09/16/03 American Express - Patrick Hayden travel from Cincinnati, OH to New York, NY on 9/25/03 Ticket#:0067459455879		\$600.50
09/24/03 Labor/HandTime (2); Envelope (92); A Litigation Copies (5600) - Invoice No. PIT161624		\$674.23
09/24/03 Billed Handtime (2); Envelope (109); A Litigation Copies (5232) - Invoice No. PIT161649		\$709.99
10/02/03 Labor/HandTime (1); A Litigation Copies (1635) - Invoice No. PIT161804		\$220.72
10/07/03 Thomas Collins - Travel 9/15-9/23; dinner, mileage and parking		\$76.39
10/10/03 CD Copy (1); D Litigation Copies (3824); Color Copies (17); 11x17 Copies (1) - Invoice No. PIT161981		\$862.85

10/14/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500332860	\$7.58
10/14/03	Robert G. Sable - Telephone expense 10/7/03	\$35.01
10/14/03	Robert G. Sable - Court filing fee for notice of appeal 9/30/03	\$105.00
10/15/03	FedEx Priority Overnight/Int'l Priority to New Hartford, NY Tracking #: 634500332995	\$8.81
10/16/03	FedEx Priority Overnight/Int'l Priority to New York, NY Tracking #: 842668847067	\$16.18
10/20/03	Elite Limousine, Inc. - P. Hayden	\$40.80
10/20/03	FedEx Priority Overnight/Int'l Priority to Pittsburgh, PA Tracking #: 842668846965	\$8.81
10/21/03	Pacer Service Center - Unpaid Advances PACER charges 7/01/03-9/30/03	\$475.93
10/21/03	Pacer Service Center - Unpaid Advances PACER charges 7/01/03-9/30/03	\$19.74
10/21/03	Pacer Service Center - Unpaid Advances PACER charges 7/01/03-9/30/03	\$56.49
10/22/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500333774	\$10.31
10/23/03	Excelsior Two Way Radio Corporation - Taxi Service	\$49.77
10/23/03	FedEx Priority Overnight/Int'l Priority to New York, NY Tracking #: 634500334049	\$12.41
10/28/03	Robert G. Sable - Travel to New York, NY to attend board of directors meeting 10/07/03 thru 10/08/03; airfare, room, phone charges, meals, mileage and tolls	\$1,202.58
10/29/03	FedEx Priority Overnight/Int'l Priority to New York City, NY Tracking #: 634500334954	\$8.81
10/29/03	FedEx Priority Overnight/Int'l Priority to Syracuse, NY Tracking #: 634500334884	\$11.88
10/30/03	FedEx Priority Overnight/Int'l Priority to Pittsburgh, PA Tracking #: 828135729938	\$6.64

TOTAL EXPENSES

\$9,678.26

TOTAL FOR MATTER 2035688-0001

\$27,836.26

# McGUIREWOODS

Robert G. Sable  
412.667.7936

Dominion Tower, 23rd Floor  
625 Liberty Avenue  
Pittsburgh PA 15222

December 11, 2003

Special Metals Corporation  
Attn: Dennis L. Wanlass, Vice President and  
Chief Financial Officer  
3200 Riverside Drive  
Huntington, WV 25705-1771

Bill Through: 11/30/03

**INVOICE NO. 90605722**

**TAX ID NO. 54-0505857**

**FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED:**

Re: General Administration  
Our File No. 2035688-0001  
For Services Rendered Through Nov 30, 2003

11/01/03	RGS	Review weekly reports	.30
11/03/03	RWS	Correspondence with R. McDonald	.30
11/03/03	MJA	Review and separate correspondence by matter number (1.0); upload recent docket entries for download to extranet (4.5); index correspondence into summation database and chronological order for filing (1.5)	7.00
11/04/03	RGS	Review 10/27/03 minutes and telephone call to B. Dropkin with suggested changes	.30
11/04/03	DIS	Telephone conference with P. Hayden regarding various matters	.30
11/05/03	MJA	Index general correspondence into summation database	6.50

11/06/03 MJA	Download all new filings in all cases to system and upload to extranet	6.00
11/10/03 MJA	Print e-mail correspondence, and separate by matter number for indexing into summation database	1.00
11/10/03 MJA	Download pleadings from all cases for upload to extranet (2.7); copy docket entries to extranet and upload pleadings to extranet (3.3)	6.00
11/11/03 MJA	Download entries from all cases and upload to extranet	1.50
11/11/03 MJA	Docket search for bid procedures order per D. Swan's request regarding assignments	.50
11/12/03 MJA	Document - correspondence, miscellaneous document review, and separate by matter number for chronological ordering and indexing	7.00
11/13/03 MJA	Download all new pleadings from all cases, upload to extranet and copy docket entries to extranet	7.00
11/15/03 RAC	Legal research regarding mootness of an appeal of confirmation of plan	4.00
11/17/03 DIS	Telephone conference with R. McDonald regarding various administrative matters	.30
11/25/03 RGS	Prepare and participate in board of directors meeting	1.10

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Robert G. Sable	\$410.00	1.7	\$697.00
Ronald W. Schuler	\$315.00	0.3	\$94.50
David I. Swan	\$235.00	0.6	\$141.00
Robert A. Cox Jr.	\$230.00	4.0	\$920.00
Mary Jo Albright	\$105.00	42.5	\$4,462.50
		49.1	\$6,315.00
TOTAL FEES			

Disbursements and Other Expenses:

Copy Charges	\$646.40
Rate=.20 Quantity=3232	

	Fax Charges	\$283.50
	Rate=.50 Quantity=567	
	Computer Research - Lexis	\$374.00
	Rate=93.50 Quantity=4	
	Postal Service Charges	\$51.98
	Long Distance Telephone Charges	\$243.00
	Computer Research	\$21.35
10/29/03	Tabs (36); D Litigation Copies (884); Binders - 2 in (2) - Invoice No. PIT162404	\$211.65
10/31/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500335354	\$7.58
11/03/03	FedEx Priority Overnight/Int'l Priority to New Hartford, NY Tracking #: 634500335505	\$12.24
11/04/03	Daniel A. Austin - E-filing fee 10/1/03	\$105.00
11/04/03	Robert G. Sable, travel to Lexington, KY to attend hearing 09/24/03; airfare, room, meals and parking	\$855.18
11/04/03	Robert G. Sable, travel to New York, NY to attend board meeting 10/07/03; parking	\$27.00
11/06/03	FedEx Priority Overnight/Int'l Priority to New York, NY Tracking #: 634500335928	\$12.24
11/06/03	FedEx Priority Overnight/Int'l Priority to New Hartford, NY Tracking #: 634500335939	\$10.88
11/06/03	Robert G. Sable - Travel to Lexington, KY to attend hearing 10/28/03; airfare, breakfast, mileage, parking and taxi	\$868.49
11/14/03	FedEx Priority Overnight/Int'l Priority to Boston, MA Tracking #: 828135730118	\$24.78
11/19/03	Corpex Banknote Company, Inc. - Cost of Stock Certificates for Huntington Alloys Corporation	\$44.00
11/20/03	Corpex Banknote Company, Inc. - cost of 40 Stock Certificates	\$44.00
11/20/03	Corpex Banknote Company, Inc. - Cost of 40 Stock Certificates	\$44.00
11/21/03	David I. Swan - Travel to Lexington, KY 9/24/03; hotel, dinner, mileage and parking	\$164.31
11/24/03	FedEx Priority Overnight/Int'l Priority to New York, NY Tracking #: 634500339349	\$12.24
11/24/03	FedEx Priority Overnight/Int'l Priority to Syracuse, NY Tracking #: 634500339338	\$10.17
11/24/03	FedEx Priority Overnight/Int'l Priority to Lexington, KY Tracking #: 634500339316	\$9.65
11/25/03	FedEx Standard Overnight to Pittsburgh, PA Tracking #: 601701747278	\$8.73
11/25/03	Robert G. Sable, travel to Lexington, KY to attend hearing 10/28/03; airfare	\$127.00
11/25/03	FedEx Standard Overnight to Washington, DC Tracking #: 833425601012	\$6.98

TOTAL EXPENSES

\$4,226.35

Special Metals Corporation

File Number: 2035688

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Invoice No. 90605722

December 11, 2003

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TOTAL FOR MATTER 2035688-0001

\$10,541.35

Matter 0003	INVESTIGATION OF PREPETITION TRANSACTIONS													
	August, 2003			September, 2003			October, 2003			November, 2003			Total	
	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Hours	Fees
Professional														
Robert G. Sable	\$410.00	3.7	\$1,517.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	3.7	\$1,517.00
David I. Swan	\$235.00	2.6	\$611.00	\$235.00	0.4	\$94.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	3.0	\$705.00
James Van Horn	\$170.00	5.6	\$952.00	\$170.00	1.4	\$238.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	7.0	\$1,190.00
<b>Total:</b>		<b>11.9</b>	<b>\$3,080.00</b>		<b>1.8</b>	<b>\$332.00</b>		<b>0.0</b>	<b>\$0.00</b>		<b>0.0</b>	<b>\$0.00</b>	<b>13.7</b>	<b>\$3,412.00</b>



**Re: Investigation of Prepetition Transactions****Our File No. 2035688-0003****For Services Rendered Through Aug 31, 2003**

08/04/03	DIS	Review D. Bias and J. Gillespie insider payment reports and discuss with R. Sable	.40
08/21/03	RGS	Telephone conference with B. Rosenberg (.2); telephone conference with D. Wanlass (.2); conference with D. Swan and J. Van Horn regarding preference analysis (.6); telephone conference with D. Bias and J. Van Horn and review preference memorandum and analysis (1.2)	2.20
08/21/03	RGS	Review and revise preference memorandum and discuss with J. Van Horn	.50
08/21/03	DIS	Telephone conference with R. McDonald regarding preference issues (.2); gather, review and analyze company summaries of trade and insider transactions (1.2); discuss with R. Sable and J. Van Horn and telephone conference with D. Bias (.8)	2.20
08/21/03	JEV	Conference with R. Sable and D. Swan regarding preference analysis	.40
08/21/03	JEV	Conference call with D. Bias, R. Sable and D. Swan regarding preference analysis	.30
08/21/03	JEV	Review memorandum on methodologies employed by Special Metals in performing preference analysis (.8); telephone conversation and e-mail correspondence with D. Bias regarding same (.1); additional review of memorandum and exhibits (.5)	1.40
08/21/03	JEV	Conference with R. Sable regarding preference analysis	.30
08/21/03	JEV	Telephone conversation with D. Bias and R. Sable regarding preference analysis memorandum (.2); review current draft of memorandum (.7); e-mail correspondence with D. Bias and additional review of memorandum and conference with R. Sable regarding same (.5)	1.40