
11/18/03 RAC	Legal research and work on memorandum regarding substantial consolidation	4.00
11/19/03 PLH	Office conference with B. Iselin regarding Inco intercreditor agreement (.3); telephone call with D. Swan regarding appeals issues (.3)	.60
11/19/03 AKS	Attention to lien searches (.3); telephone conference with J. Montague regarding lien searches (.1); e-mail R. McDonald regarding lien searches (.1)	.50
11/19/03 RGS	Telephone conference with D. Wanlass regarding plan issues	.30
11/19/03 RGS	Conference with D. Swan regarding confirmation claims memorandum and Cigna issues	.30
11/19/03 RGS	Telephone conference with J. O'Leary (.3); telephone conference with D. Swan regarding open issues and preparation for meeting (.3)	.60
11/19/03 BBI	Finish draft intercreditor agreement for International Nickel Company lien	4.20
11/19/03 SCM	Follow-up on Illinois opinion request (.9); request supporting documentation (.7)	1.60
11/19/03 DIS	Review Century Indemnity Corporation's response to motion to dismiss appeal (.1); confer with R. Crouch (.1)	.20
11/19/03 DIS	Telephone conference with R. McDonald regarding PBGC issues and insurance appeal issues	.20
11/19/03 DIS	Telephone conference with P. Hayden regarding insurance appeal opinion and PBGC developments	.30
11/19/03 DIS	Prepare opinion on insurance company appeals for Congress Financial	2.50
11/19/03 RAC	Review and revise memorandum regarding mootness and substantial consummation (4.5); e-mail to P. Hayden and D. Swan (.3)	4.80
11/19/03 JEV	Research insurance appeal issues	1.50
11/19/03 JEV	Review insurance memorandum for summary of insurance appeals	.50

11/20/03	PLH	Review and revise Inco intercreditor agreement (1.3); e-mails regarding same (.3); telephone call with D. Swan regarding issues on insurance appeals (.4); prepare opinion letter (1.5)	3.50
11/20/03	AKS	Review lien search summaries (.2); telephone conference with J. Montague regarding lien searches (.2); analyze issues regarding lien searches (.3)	.70
11/20/03	RGS	Meeting in Washington, DC with union, J. O'Leary, D. Wanlass, B. Dropkin and PBGC	4.00
11/20/03	RGS	Telephone conference with D. Swan and P. Hayden regarding Inco and closing matters	.30
11/20/03	RGS	Telephone conference with M. Miller regarding PBGC issues and plan consummation	.20
11/20/03	BBI	Revise intercreditor agreement and discuss same with P. Hayden	.40
11/20/03	SCM	Follow-up calls and e-mails regarding supporting documents for Illinois opinion	2.10
11/20/03	DIS	Review R. Cox's memorandums on insurance appeal issues (.5); telephone conference with R. Cox (.3)	.80
11/20/03	DIS	Telephone conference with R. McDonald regarding insurance issues	.30
11/20/03	DIS	Review revised schedule 8.20 on insurance appeal	.20
11/20/03	DIS	Multiple telephone calls with R. McDonald regarding closing issues	.50
11/20/03	DIS	Telephone conference with P. Hayden regarding bankruptcy opinions with loan	.40
11/20/03	DIS	Telephone conference with S. Moskol on briefing extension	.10
11/20/03	DIS	Telephone conference with P. Hayden regarding insurance appeal issues	.30
11/20/03	RAC	Telephone conference with D. Swan regarding substantial consummation and mootness	.60

11/21/03 PLH	Telephone call with R. Sable and M. Miller regarding PBGC issues (.8); telephone call with D. Swan regarding insurance appeal issues (.4); telephone call with M. Miller regarding opinion letter issues (.5); telephone call with P. Spahn regarding opinion letter (.4); office conference with B. Iselin regarding opinion letter (2.0); prepare opinion letter (2.0)	6.10
11/21/03 AKS	Review lien search results (.3); telephone conference with J. Montague regarding West Virginia and Delaware lien search results (.2); multiple telephone conferences with D. Luther regarding Delaware and West Virginia lien searches (.3); analyze issues regarding lien searches (.3)	1.10
11/21/03 RGS	Participate in bank conference call with D. Wanlass, etc. (.6); telephone conference with D. Swan regarding stipulation (.3); telephone conference with W. Berger regarding agreement (.2); letter to D. Wanlass and P. Hayden regarding bank and related issues (.5)	1.60
11/21/03 BBI	Lengthy discussion with P. Hayden and P. Spahn regarding issues to be addressed in opinions to Congress Financial and Credit Lyonnais	1.40
11/21/03 SCM	Meeting with P. Spahn regarding Illinois opinion and follow-up e-mails regarding supporting documentation	1.10
11/21/03 PCS	Review required opinions and discuss with S. Matheny and P. Hayden	1.00
11/21/03 DIS	Review revised schedule 8.20 disclosure to loan agreement and comment	.30
11/21/03 DIS	Telephone conference with P. Hayden regarding opinion letter	.30
11/21/03 MLW	Review summary of search results from J. Montague (.4); multiple telephone calls with J. Montague, T. Bennett and A. LaBarge regarding status of search results (.6); compile existing West Virginia search results to be forwarded to abstractor (.5); examine list of outstanding search results and forward same to J. Montague (.4); receive and review Delaware search results (1.0); supplement summary to reflect search results (.4)	3.30

11/22/03	PLH	Prepare opinion letter (2.0); telephone call with P. Spahn and B. Iselin regarding same (0.5); review portions of credit agreement (.8); telephone call with D. Swan regarding insurance appeals (.5); telephone call with R. Berger regarding issues on credit agreement (1.0); telephone call with M. Miller regarding same and 6A subordination agreement (.5); prepare schedule of payments under the plan (1.0); prepare Class 6A subordination agreement (2.0)	8.30
11/22/03	RGS	Review and respond to e-mails from R. McDonald and P. Hayden	.50
11/22/03	BBI	Review and comment on opinions	1.80
11/22/03	PCS	Draft initial versions of opinion letters to Congress Financial and Credit Lyonnais (6.6); discuss drafts with P. Hayden and B. Iselin (1.4)	8.00
11/22/03	DIS	Review loan sources and uses schedule	.20
11/22/03	DIS	Telephone conference with P. Hayden regarding various closing issues and loan disclosure	.50
11/23/03	PLH	Prepare opinion letter (2.0); telephone call with D. Swan regarding schedules for credit agreement (.5); prepare schedules (.5); e-mails regarding Class 6A subordination agreement (.2); prepare subordination agreement (.5); telephone call with R. McDonald regarding closing issues (.3); prepare effective date notices (1.0)	5.00
11/23/03	PCS	Revise opinion letters (8.0); review Congress Financial loan documents and Credit Lyonnais term loan agreement (3.0)	11.00
11/23/03	DIS	Review revised sources and uses chart and compare to outstanding claims	.20
11/23/03	DIS	Review latest draft of funding memorandum	.20
11/23/03	DIS	Telephone conference with P. Hayden regarding sources and uses and other closing issues	.70

11/24/03	PLH	Prepare opinion letter (1.3); prepare schedule of plan payments (1.5); e-mails regarding certificates for closing (.3); telephone call with R. Sable and D. Swan regarding closing issues (.7)	3.80
11/24/03	AKS	Attention to lien search results	.20
11/24/03	RGS	Telephone conference with J. O'Leary (.2); telephone conference with N. Heerman (.2); conference with D. Swan regarding PBGC settlement agreement arrangements for execution (.4); telephone conference with Broadi (.1); review e-mails from R. McDonald (.3); telephone conference with D. Wanlass regarding closing and PBGC issues (.2)	1.40
11/24/03	RGS	Review opinion letter from P. Spahn and notes from P. Hayden regarding consummation	.50
11/24/03	RGS	Telephone conference with J. O'Leary (.2); telephone conference with J. O'Leary and M. Miller (.3); telephone conference with D. Wanlass (.2); telephone conference with P. Hayden (.2); review opinion letter (.5); review certificates (.4); telephone conference with R. McDonald (.1)	1.90
11/24/03	RGS	Telephone conference with D. Wanlass regarding funds issues and closing	.20
11/24/03	BBI	Review revised opinion letters to Congress Financial and Credit Lyonnais (.6); brief conference with P. Crosa regarding same (.2)	.80
11/24/03	PCS	Review draft diligence documents for opinions	1.50
11/24/03	DIS	Telephone conference with B. Sweeney regarding status of closing effort	.10
11/24/03	DIS	Telephone conference with P. Hayden regarding professional fees and other closing issues	.40
11/24/03	RAC	Telephone conference with P. Hayden (.3); check case cites in opinion (.5); review and revise opinion (2.1); e-mail changes to P. Hayden (.1)	3.00

11/24/03	MAP	Meeting with P. Spahn regarding Illinois filing requirements (.1); research article 9 regarding same (.1); telephone call with CT Corporation regarding same (.1); correspondence with P. Spahn regarding all of the above (.1)	.40
11/25/03	PLH	Prepare opinions for closing (1.5); telephone call with M. Miller regarding Class 6A subordination agreement (1.5); office conference with B. Iselin regarding same (1.0); prepare schedules for loan agreement (2.0); conference call regarding payments under plan (3.0); address PBGC issues (1.5)	10.50
11/25/03	AKS	Attention to lien search summaries	.20
11/25/03	AKS	Analyze issues regarding Inco supply agreement	.30
11/25/03	RGS	Review funding schedules and discuss with D. Swan	.30
11/25/03	RGS	Numerous telephone calls with P. Hayden regarding closing and PBGC issues (.8); telephone conference with M. Miller regarding PBGC and closing issues (.3); telephone conference with R. McDonald (.3); telephone conference with D. Wanlass regarding closing issues (.2); telephone conference with W. Berger three times regarding execution of PBGC settlement documents (.5); telephone conference with J. O'Leary regarding PBGC issues (.3); coordinate PBGC settlement documents and closing (1.4)	3.80
11/25/03	BBI	Lengthy conference with P. Hayden regarding intercreditor issues raised by subordination agreement between Congress Financial and 6-A noteholder	2.90
11/25/03	PEF	Review opinion issues	1.50
11/25/03	PCS	Review remaining Credit Lyonnais loan documents and revise opinion letters	4.00
11/25/03	DIS	Review funding memorandum	.20
11/25/03	DIS	Revise loan agreement schedule 8.18	.40
11/25/03	DIS	Two telephone calls with P. Hayden regarding schedule 8.18	.40

Re: Insurance**Our File No. 2035688-0014****For Services Rendered Through Aug 31, 2003**

08/05/03 DIS	Telephone conference with B. Sweeney regarding conversion notice	.10
08/07/03 DIS	Telephone conference with S. Walthal for Utica Alloys regarding insurance for environmental claims (.3); telephone conference with R. McDonald regarding same (.3)	.60
08/08/03 DIS	Telephone conference with R. McDonald regarding environmental insurance issues; review follow-up e-mails	.30
08/08/03 DIS	Conference with J. Ludwikowski regarding Liberty Mutual claims	.20
08/08/03 DIS	Review insurance premium finance agreement and related e-mails	.20
08/09/03 DIS	Draft motion to allow debtors to perform under insurance premium finance agreements	.80
08/11/03 DIS	Telephone conference with R. McDonald regarding insurance premium financing (.2); e-mail correspondence with K. Winters (.2); revise motion and order (.6)	1.00
08/12/03 DIS	Review DIP waiver and provisions relating to insurance premium financing (.2); facsimile and e-mail correspondence with K. Winters regarding motion (.2)	.40
08/13/03 DIS	Finalize insurance premium financing motion and prepare for filing	.20
08/25/03 DIS	Review insurance company's proposed confidentiality agreement	.20
08/26/03 DIS	Review insurance summary for Universal Waste claim	.20
08/26/03 DIS	Conference with J. Ludwikowski regarding insurance confidentiality agreement; e-mail to S. Moskol	.30

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
David I. Swan	\$235.00	4.5	\$1,057.50
		<hr/>	<hr/>
	TOTAL FEES	4.5	\$1,057.50

TOTAL FOR MATTER 2035688-0014

\$1,057.50

11/25/03 MLW	Review search results from Fidelity (.2); telephone calls to T. Bennett regarding same (.2); telephone call to Esquire Assist regarding retrieval of financing statements for Special Metals Domestic Sales Corporation (.2); review Delaware search results from Esquire Assist (.6); correspondence to T. Bennett and A. LaBarge forwarding latest search results received (.4)	1.60
11/26/03 PLH	Negotiate subordination agreement (1.0); prepare opinion letters (2.0); prepare closing schedules (1.0); telephone call with client regarding closing issues (1.0); attend to closing issues (1.0)	6.00
11/26/03 AKS	Analyze issues regarding exemptions from New York mortgage tax (.5); legal research regarding exemption from New York mortgage tax (.5); review Oneida and Chautauqua County mortgages (.5)	1.50
11/26/03 AKS	Attention to UCC and lien search results	.20
11/26/03 RGS	Telephone conference with P. Hayden (.3); conference call with R. McDonald, W. Berger, D. Wanlass and P. Hayden regarding loan amount (.4); conference with P. Hayden and A. Sable regarding opinion on transfer tax (.3)	1.00
11/26/03 RGS	Telephone conference with W. Berger regarding filing of notice of settlement	.20
11/26/03 RGS	Telephone conference with P. Hayden (.3); draft summary of PBGC settlement and send to P. Hayden (1.0)	1.30
11/26/03 RGS	Telephone conference with J. O'Leary (.2); letter to M. Richards regarding consummation (.3)	.50
11/26/03 BBI	Review final opinion letters (1.9); conferences with P. Hayden regarding final changes and delivery issues (.5)	2.40
11/26/03 PCS	Review remaining due diligence for opinion	2.50
11/26/03 DIS	Telephone conference with P. Hayden regarding closing issues	.20

11/26/03 DIS	Telephone conference with P. Hayden regarding unpaid professional fees for closing estimates	.20
11/26/03 MLW	Receive and review search results from Delaware and West Virginia (.3); telephone calls and correspondence to A. LaBarge and T. Bennett regarding search results (.2); correspondence to J. Montague regarding status of remaining searches (.2)	.70
11/28/03 RGS	Telephone conference with L. Thompson regarding plan payments	.20

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Benjamin B. Iselin	\$455.00	19.3	\$8,781.50
Paul E. Fisher	\$455.00	1.5	\$682.50
Patrick L. Hayden	\$430.00	61.3	\$26,359.00
Robert G. Sable	\$410.00	42.7	\$17,507.00
Philip C. Spahn	\$330.00	28.0	\$9,240.00
Stephen C. Matheny	\$285.00	4.8	\$1,368.00
Alan K. Sable	\$265.00	4.7	\$1,245.50
David I. Swan	\$235.00	20.6	\$4,841.00
Robert A. Cox Jr.	\$230.00	19.7	\$4,531.00
James E. Van Horn	\$170.00	2.2	\$374.00
Melissa A. Posten	\$140.00	0.4	\$56.00
Martha Lynn Wigton	\$120.00	9.4	\$1,128.00
		214.6	\$76,113.50
	TOTAL FEES		

TOTAL FOR MATTER 2035688-0013

\$76,113.50

Re: Insurance

Our File No. 2035688-0014

For Services Rendered Through Sep 30, 2003

09/02/03 DIS	Review revised confidentiality agreement from insurance companies; e-mail correspondence with insurance representatives	.30
09/05/03 DIS	Telephone call from A. Semani and telephone conference with R. McDonald regarding insurance policies	.20
09/08/03 DIS	Telephone conference with A. Semani regarding insurance information for Calwell plaintiffs	.20
09/08/03 DIS	Telephone conference with R. McDonald regarding insurance premium financing order	.10
09/09/03 MJA	Review instructions from D. Swan regarding hearing notebook for insurance motion; review docket for possible response to motion; assemble hearing folder and notebook with all pleadings and exhibits requested by D. Swan	1.00
09/10/03 DIS	Telephone conference with R. McDonald regarding insurance issues and various other matters	.30
09/10/03 DIS	Gather insurance policy information and discuss with J. Ludwikowski (.4); conference with T. Collins (.2); telephone conference with D. Bleck of Liberty Mutual (.2); letter to A. Semani (.2)	1.00
09/10/03 DIS	Conference with R. Sable regarding insurance issues	.20
09/10/03 DIS	Review Liberty Mutual worker's compensation summary and discuss with J. Ludwikowski	.20
09/10/03 DIS	Telephone conference with S. Walthall regarding Utica claims and insurance issues	.20
09/10/03 TMC	Analyze insurance policies for D. Swan; create spreadsheet showing requested information	1.20
09/11/03 DIS	Various e-mail correspondence with R. McDonald and K. Winters regarding insurance policy information	.20

09/11/03 DIS	Correspondence to A. Semani regarding additional insurance information	.20
09/12/03 DIS	E-mail correspondence with K. Winters regarding insurance matters	.10
09/15/03 DIS	Telephone conference with and e-mail K. Winters regarding insurance policies 2002	.20
09/16/03 DIS	Telephone conference with B. Sweeney regarding various insurance issues	.50
09/17/03 DIS	Telephone conference with S. Hickey of Young Agency regarding insurance premium financing issue	.10
09/18/03 DIS	Telephone conference with K. Winters regarding insurance premium financing	.10
09/23/03 DIS	Review Century Insurance's complaint for declaratory judgment	.20
09/25/03 DIS	Telephone calls with B. Messina (.3) and telephone conference with P. Cohen (.2) regarding insurance premium financing order	.50
09/26/03 DIS	Telephone conference with J. Mushtare and P. Carroll of AI Credit (.3); prepare motion to amend order approving insurance financing (.9); correspondence with AI Credit regarding motion and amended order (.2)	1.40
09/27/03 DIS	E-mail correspondence to G. Schaaf regarding insurance motion and amended order	.10
09/29/03 DIS	Telephone calls with B. Messina of Young Agency (.2), Jen at AI Credit (.2); receive and distribute amended order on insurance premium financing (.2)	.60

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
David I. Swan	\$235.00	6.9	\$1,621.50
Thomas Matthew Collins	\$110.00	1.2	\$132.00
Mary Jo Albright	\$105.00	1.0	\$105.00
		9.1	\$1,858.50
	TOTAL FEES		

Special Metals Corporation

File Number: 2035688

Invoice No. 90588396

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October 14, 2003

TOTAL FOR MATTER 2035688-0014

\$1,858.50

Re: Insurance

Our File No. 2035688-0014

For Services Rendered Through Oct 31, 2003

10/06/03 DIS	Prepare Century Indemnity's complaint summary for Bond Schoeneck (.4); telephone conference with R. McDonald (.1)	.50
10/22/03 DIS	Review insurance summary memorandum from B. Messna	.20
10/29/03 DIS	Telephone conference with R. McDonald regarding Congress Financial's request to modify A. Credit agreement; review agreement and send to J. Stratton	.40

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
David I. Swan	\$235.00	1.1	\$258.50
		<u>1.1</u>	<u>\$258.50</u>
	TOTAL FEES		

TOTAL FOR MATTER 2035688-0014 \$258.50

Re: Disclosure Statement and Plan of Reorganization**Our File No. 2035688-0013****For Services Rendered Through Nov 30, 2003**

11/01/03	RGS	Telephone conference with M. Richards regarding case and confirmation status	.50
11/03/03	PLH	Telephone call with R. McDonald regarding DIP loan payoff (.2); e-mails to M. Miller regarding same (.2); e-mails regarding administrative expenses at closing (.3); e-mails regarding plan closing issues (.3)	1.00
11/03/03	RGS	Telephone conference with B. Dropkin regarding plan and confirmation issues	.20
11/03/03	RGS	Telephone conference with R. McDonald regarding court schedule (.3); review and analyze court schedule (.2); telephone conference with B. Dropkin regarding closing issues (.2); review e-mail on bank steering committee meeting and discuss with B. Dropkin and D. Wanlass (.5)	1.20
11/03/03	RGS	Telephone conference with P. Hayden (.2); telephone conference with V. Curfman regarding information for Congress Financial (.1); telephone conference with J. O'Leary regarding PBGC and bank issues (.3)	.60
11/03/03	RGS	Telephone conference with D. Wanlass regarding creditor committee and closing issues	.20
11/04/03	PLH	E-mails regarding administrative expenses paid at closing (.5); telephone call with R. Sable regarding appeals (.3)	.80
11/04/03	RGS	Further review of cash flow availability (.1); telephone conference with D. Wanlass (.2)	.30
11/04/03	RGS	Prepare for conference call with banks (.4); participate in conference call (1.0); telephone conference with D. Wanlass regarding conference call (.2)	1.60
11/04/03	RGS	Telephone conference with P. Hayden regarding update (.2); telephone conference with R. McDonald regarding closing issues (.4)	.60

Re: Insurance**Our File No. 2035688-0014****For Services Rendered Through Nov 30, 2003**

11/05/03 DIS	Review J. Ludwikowski's memorandum on insurance claims and discharge issues	.20
11/10/03 DIS	Revise insurance summary and to P. Hayden	.30
11/11/03 LAG	Examine correspondence and pleadings (.8); file documents and prepare index to documents (1.0)	1.80
11/12/03 DIS	Telephone conference with P. Hayden regarding insurance appeals	.30
11/19/03 DIS	Conference with R. Sable regarding insurance issues	.20
11/22/03 DIS	Telephone conference with R. McDonald regarding insurance appeal schedule	.20

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
David I. Swan	\$235.00	1.2	\$282.00
Leslie Ann Glasl	\$125.00	1.8	\$225.00
		3.0	\$507.00
TOTAL FEES			

TOTAL FOR MATTER 2035688-0014

\$507.00

Matter 0015	TAXES													
	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	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$410.00	0.5	\$205.00	\$0.00	0.0	\$0.00	0.5	\$205.00
David I. Swan	\$0.00	0.0	\$0.00	\$235.00	0.4	\$94.00	\$235.00	5.2	\$1,222.00	\$235.00	15.0	\$3,525.00	20.6	\$4,841.00
Total:		0.0	\$0.00		0.4	\$94.00		5.7	\$1,427.00		15.0	\$3,525.00	21.1	\$5,046.00

Re: Taxes

Our File No. 2035688-0015

For Services Rendered Through Sep 30, 2003

09/17/03 DIS	Telephone conference with K. Winters regarding tax issues	.20
09/19/03 DIS	Telephone conference with K. Winters regarding Kentucky sales tax and Huntington real estate tax	.20

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
David I. Swan	\$235.00	0.4	\$94.00
		<u>0.4</u>	<u>\$94.00</u>
TOTAL FEES			

TOTAL FOR MATTER 2035688-0015

\$94.00

Re: Taxes

**Our File No. 2035688-0015
For Services Rendered Through Oct 31, 2003**

10/01/03 DIS	Conference with A. Sable regarding Pennsylvania Department of Revenue statutory lien claim	.20
10/02/03 RGS	Conference with D. Swan regarding tax issues and claims (.2); telephone conference with P. Hayden regarding consummation issues and additional tasks (.3)	.50
10/06/03 DIS	Various e-mail correspondence with K. Winters regarding West Virginia taxes	.10
10/07/03 DIS	Telephone conference with J. Gillespie regarding West Virginia property tax issues	.30
10/09/03 DIS	Telephone conference with J. Gillespie regarding West Virginia taxes	.10
10/09/03 DIS	Review tax claims and liens and summarize; exchange numerous e-mails	.50
10/10/03 DIS	Various e-mail correspondence with W. Agree and R. McDonald regarding West Virginia tax issues	.30
10/10/03 DIS	Telephone conference with T. Grundmeier regarding Texas tax authorities stipulation	.10
10/11/03 DIS	Revise memorandum on West Virginia tax issues	.50
10/13/03 DIS	Telephone conference with R. Sable regarding West Virginia taxes and other matters	.20
10/14/03 DIS	Telephone conference with W. Agee regarding West Virginia taxes	.30
10/14/03 DIS	Review various e-mails and respond regarding West Virginia tax claims	.20
10/17/03 DIS	Telephone conference with T. Grundmeier regarding Texas tax stipulation	.10
10/23/03 DIS	Review W. Agee's letter to Cabell County and comment	.30
10/27/03 DIS	Review R. McDonald's tax claim summary and telephone conference with R. McDonald	.40

10/28/03 DIS	Conference with J. Van Horn regarding progress with tax settlements	.20
10/28/03 DIS	Telephone conference with R. McDonald regarding Pennsylvania tax claim	.10
10/29/03 DIS	Discuss tax issues with J. Van Horn and revise draft of Kentucky stipulation	.60
10/29/03 DIS	Telephone conference with R. McDonald regarding Burnaugh and Princeton taxes (.2); review claims and follow-up with R. McDonald (.1)	.30
10/31/03 DIS	Telephone conference with W. Agee regarding status of negotiations with West Virginia	.20
10/31/03 DIS	Telephone conference with W. Agee regarding West Virginia issues and inquiries about confirmed plan	.20

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Robert G. Sable	\$410.00	0.5	\$205.00
David I. Swan	\$235.00	5.2	\$1,222.00
		5.7	\$1,427.00
TOTAL FEES			

TOTAL FOR MATTER 2035688-0015

\$1,427.00

Re: Taxes**Our File No. 2035688-0015****For Services Rendered Through Nov 30, 2003**

11/03/03 DIS	Conference with J. Van Horn regarding tax issues	.20
11/04/03 DIS	Telephone conference with W. Agee regarding Cabell County tax negotiation	.20
11/04/03 DIS	Conference with J. Van Horn; review and revise Kentucky tax agreements (.3); e-mail correspondence with R. McDonald (.4)	.70
11/05/03 DIS	Conference with J. Van Horn and telephone conference with M. Mathis regarding Elkhart County tax dispute	.50
11/05/03 DIS	Telephone conference with W. Agee and follow-up regarding West Virginia Cabell County tax dispute	.50
11/06/03 DIS	Telephone conference with M. Miller regarding tax issues	.30
11/07/03 DIS	Conference with J. Van Horn regarding status of tax settlement	.20
11/10/03 DIS	Conference with J. Van Horn regarding tax settlements	.20
11/11/03 DIS	Telephone conference with W. Agee regarding West Virginia tax issues (.2); review facsimile from W. Agee and lien waiver agreement proposed (.2)	.40
11/14/03 DIS	Correspondence with W. Agee and finalize West Virginia tax agreement stipulation	.40
11/14/03 DIS	Review tax schedule from R. McDonald; conference with J. Van Horn (.2); telephone conference with R. McDonald (.2)	.40
11/15/03 DIS	Telephone conference with J. Van Horn regarding loan agreement schedule and tax claim disclosures	.40
11/16/03 DIS	Expand summary of tax settlements for loan schedule	1.20

11/17/03 DIS	Revise tax schedule for loan agreement and e-mail to R. McDonald	.50
11/17/03 DIS	Arrange Kentucky Revenue Cabinet stipulation for filing	.10
11/19/03 DIS	Review Kentucky amended tax claim and call with J. Van Horn	.30
11/20/03 DIS	Telephone conference with P. Pedro and R. McDonald regarding local opinions needed on tax issues	.20
11/20/03 DIS	Telephone conference with G. Huffman regarding Indiana property tax opinion	.20
11/20/03 DIS	Telephone conference with L. Baird regarding Kentucky property tax opinion	.20
11/20/03 DIS	Telephone conference with W. Agee regarding West Virginia tax settlement	.20
11/20/03 DIS	Telephone conference with T. Grundemeier and revise Texas tax stipulation	.40
11/20/03 DIS	Conference with J. Van Horn regarding status of all tax settlements	.30
11/20/03 DIS	Memorandum to M. Miller regarding tax settlements	.30
11/20/03 DIS	Organize tax settlements, image and e-mail to M. Miller and others	.40
11/21/03 DIS	Review letter from W. Agee regarding Cabell County tax agreement	.10
11/22/03 DIS	Review revisions to Texas tax stipulation (.1); revise and e-mail to T. Grundemeier (.1)	.20
11/22/03 DIS	Review draft of local counsel opinion on Kentucky taxes and e-mail comments to L. Baird	.30
11/23/03 DIS	Review latest draft of taxing authority schedules in e-mail from R. McDonald	.20
11/23/03 DIS	Correspondence to P. Pedro regarding Indiana local counsel's opinion	.10
11/24/03 DIS	Telephone conference with R. McDonald regarding loan and tax schedules	.20

11/24/03 DIS	Conference with J. Van Horn regarding tax calculations and revise schedule 1.147	.50
11/24/03 DIS	Address tax and reserve issue	.20
11/24/03 DIS	Address open issues with Indiana local opinion on tax procedures	.20
11/24/03 DIS	Revisions to tax summary schedules in Credit Lyonnais and Congress Financial loan agreements	.40
11/24/03 DIS	Telephone conference with P. Hayden regarding tax schedules and other closing obligation summaries	.80
11/25/03 DIS	Revise tax summary schedule and e-mail to R. McDonald	.30
11/25/03 DIS	Telephone conference with D. McCann regarding tax summary schedule	.20
11/25/03 DIS	Revise Credit Lyonnais schedule 4.11 tax agreements and e-mail to D. McCann	.40
11/25/03 DIS	E-mail correspondence with P. Pedro and D. Baird regarding Kentucky local counsel's opinion	.20
11/25/03 DIS	Telephone conference with G. Huffman regarding Indiana local counsel's opinion (.1); review revised letter (.1)	.20
11/25/03 DIS	Finalize Texas tax stipulation and telephone conference with T. Grundemeier	.30
11/25/03 DIS	Arrange various tax stipulations for filing	.20
11/26/03 DIS	Multiple telephone calls with S. Johnson (2) and J. Gillespie (2) regarding North Carolina taxes and impact on closing	.70
11/26/03 DIS	E-mail correspondence with P. Hayden and conference with A. Sable regarding New York real estate taxes and opinion	.30
11/26/03 DIS	Telephone conference with W. Agee regarding West Virginia tax settlement	.20
11/26/03 DIS	Letter to opposing counsel with tax settlement filings	.10

Special Metals Corporation

File Number: 2035688

Invoice No. 90605722

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December 11, 2003

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
David I. Swan	\$235.00	15.0	\$3,525.00
	TOTAL FEES	15.0	\$3,525.00

TOTAL FOR MATTER 2035688-0015

\$3,525.00

Re: Utilities

Our File No. 2035688-0016

For Services Rendered Through Sep 30, 2003

09/23/03 DIS Telephone conference with P. Johnson regarding .20
Niagara Mohawk agreement; facsimile agreement

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
David I. Swan	\$235.00	0.2	\$47.00
		<hr/>	<hr/>
	TOTAL FEES	0.2	\$47.00

TOTAL FOR MATTER 2035688-0016 \$47.00

Matter 0017		CREDITORS' COMMITTEE													
Professional	Rate	August, 2003			September, 2003			October, 2003			November, 2003			Total	
		Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Hours	Fees	
Robert G. Sable	\$0.00	0.0	\$0.00	\$0.00	\$0.00	\$0.00	0.0	\$0.00	\$0.00	\$0.00	\$410.00	0.5	\$205.00	0.5	\$205.00
Total:		0	\$0.00	\$0.00	0	\$0.00	0.0	\$0.00	\$0.00	\$0.00	\$410.00	0.5	\$205.00	0.5	\$205.00

Re: Creditors' Committee

Our File No. 2035688-0017

For Services Rendered Through Nov 30, 2003

11/07/03 RGS Telephone conference with M. Richards regarding .50
update on exit financing

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Robert G. Sable	\$410.00	0.5	\$205.00
		<u>0.5</u>	<u>\$205.00</u>
TOTAL FEES			

TOTAL FOR MATTER 2035688-0017

\$205.00

Matter 0018	CLAIMS PROCESSING														
	Professional	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
Robert G. Sable	\$410.00	4.9	\$2,009.00	\$410.00	2.1	\$861.00	\$410.00	12.4	\$5,084.00	\$410.00	12.6	\$5,166.00	32.0	\$13,120.00	
David P. Pusateri	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$330.00	0.3	\$99.00	0.3	\$99.00	
Alan K. Sable	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$265.00	0.7	\$185.50	0.7	\$185.50	
Jeffrey J. Ludwikowski	\$255.00	48.3	\$12,316.50	\$255.00	33.7	\$8,593.50	\$255.00	36.3	\$9,256.50	\$255.00	40.3	\$10,276.50	158.6	\$40,443.00	
David I. Swan	\$235.00	42.0	\$9,870.00	\$235.00	10.6	\$2,491.00	\$235.00	18.3	\$4,300.50	\$235.00	14.6	\$3,431.00	85.5	\$20,092.50	
Stacia A. Christman	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$205.00	1.0	\$205.00	1.0	\$205.00	
James E. Van Horn	\$170.00	5.8	\$986.00	\$170.00	0.4	\$68.00	\$170.00	27.7	\$4,709.00	\$170.00	14.2	\$2,414.00	48.1	\$8,177.00	
Kevin Batik	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	3.4	\$578.00	\$0.00	0.0	\$0.00	3.4	\$578.00	
Shannon H. Paliotta	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$170.00	1.0	\$170.00	\$0.00	0.0	\$0.00	1.0	\$170.00	
Leslie Ann Glasi	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$125.00	3.7	\$462.50	3.7	\$462.50	
Martha Lynn Wigton	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$120.00	0.8	\$96.00	0.8	\$96.00	
Heather Rajoppi Hickman	\$0.00	0.0	\$0.00	\$110.00	0.3	\$33.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	0.3	\$33.00	
Thomas Matthew Collins	\$110.00	1.2	\$132.00	\$0.00	0.0	\$0.00	\$110.00	0.4	\$44.00	\$110.00	4.9	\$539.00	6.5	\$715.00	
Vicki L. Curfman	\$110.00	0.7	\$77.00	\$110.00	2.6	\$286.00	\$110.00	0.5	\$55.00	\$0.00	0.0	\$0.00	3.8	\$418.00	
Mary Jo Albright	\$105.00	2.0	\$210.00	\$0.00	0.0	\$0.00	\$105.00	1.0	\$105.00	\$0.00	0.0	\$0.00	3.0	\$315.00	
Total:		104.9	\$25,600.50		49.7	\$12,332.50		101.0	\$24,302.00		93.1	\$22,874.50	348.7	\$85,109.50	

Re: Claims Processing**Our File No. 2035688-0018****For Services Rendered Through Aug 31, 2003**

08/01/03 DIS	E-mail correspondence with A. Eckstein regarding insurance claims (.1); telephone conference with R. McDonald (.2); telephone conference with R. Sable (.2)	.50
08/04/03 J JL	Telephone conference with R. Dropkin regarding Ludlow discovery requests	.20
08/04/03 DIS	Telephone conference with L. Recano regarding claims and plan timeline	.20
08/04/03 DIS	Telephone calls with R. Sable regarding issues with retiree claims (.3); research issues (.5)	.80
08/05/03 J JL	Review final release of Continental matter from K. Ciotti	.30
08/05/03 J JL	Correspondence with D. Munro regarding Ludlow settlement status	.20
08/06/03 J JL	Review state of New York and insurance company status reports on Ludlow	1.40
08/06/03 J JL	Telephone conference with R. Dropkin regarding potential Ludlow settlement	.50
08/06/03 J JL	Conference with R. Sable regarding Ludlow status	.30
08/06/03 J JL	Correspondence with D. Munro regarding settlement discussions	.30
08/06/03 J JL	Review and revise complaint against Liberty Mutual	1.10
08/06/03 RGS	Telephone conference with J. Ludwikowski regarding Ludlow issues	.20
08/06/03 DIS	Various e-mail correspondence with D. Bias regarding claims issues	.20
08/06/03 DIS	Work with J. Van Horn in calculating retiree claims properly discounted	.50

08/07/03	JJL	Review issues relevant to settlement proposal and prepare for conference call regarding same	1.40
08/07/03	JJL	Conference call with Environmental Protection Agency, DOJ and NYAG regarding Ludlow settlement	.60
08/07/03	JJL	Conference with R. Sable regarding Ludlow settlement	.30
08/07/03	JJL	Telephone conference with R. Dropkin regarding Ludlow settlement	.30
08/07/03	JJL	Telephone conference with C. Keller regarding action by Liberty Mutual in Kentucky and regarding stay issues	1.30
08/07/03	RGS	Telephone conference with J. Ludwikowski regarding Ludlow negotiations	.20
08/07/03	DIS	Review claims exhibits and telephone conference with V. Batey	.60
08/07/03	DIS	Telephone conference with P. Hayden regarding voting procedures, retiree claims and related issues	1.60
08/08/03	JJL	Telephone conference with S. Siegel regarding potential payments on Ludlow	.20
08/08/03	JJL	Conference with D. Swan regarding Kentucky action	.40
08/08/03	JJL	Analyze issues regarding Kentucky action	.40
08/08/03	JJL	Finalize complaint against Liberty Mutual with local counsel	1.90
08/08/03	DIS	Conference call with D. Bias, G. Kiser and L. Bailey regarding various claims issues (.8); follow-up with D. Bias regarding tax claims (.1)	.90
08/08/03	VLC	Conference with J. Ludwikowski regarding information from Liberty Mutual (.1); review correspondence regarding Liberty Mutual information (.3); conference with J. Ludwikowski regarding payment spreadsheet (.1); review documents regarding payment spreadsheets per J. Ludwikowski (.2)	.70

08/09/03 DIS	Conference with J. Van Horn regarding claims objections	.20
08/09/03 JEV	Conference with D. Swan regarding claims objections	.20
08/09/03 JEV	Research claims objections issues for omnibus objection to be filed	.90
08/09/03 JEV	Review memorandum on environmental claims and discuss with D. Swan	.30
08/11/03 JJJ	Conference with J. Van Horn regarding legal research issues	.30
08/11/03 JJJ	Review Ludlow case law for settlement position discussions	.90
08/11/03 RGS	Conference call with J. Hensler, R. Dropkin, D. Wanlass and J. Wolfe regarding Inco negotiations	.80
08/11/03 RGS	Telephone conference with J. Blank of Genteva regarding claim and plan	.20
08/11/03 DIS	E-mail correspondence with L. Recano regarding voting and claims	.10
08/11/03 JEV	Research claims objections issues for omnibus objection to be filed	.50
08/12/03 JJJ	Prepare for and participate in settlement conference call on Ludlow	1.80
08/12/03 JJJ	Telephone conference with R. Dropkin regarding Ludlow settlement	.40
08/12/03 JJJ	Telephone conference with B. Kogut regarding state position on ROD	.40
08/12/03 JJJ	Telephone conference with O'Brien & Gere regarding ROD history	.80
08/12/03 JJJ	Analyze issues regarding settlement posture on facts and law	1.30
08/12/03 RGS	Conference with D. Swan regarding claims issues for employees	.40
08/12/03 DIS	Review claim objection exhibits and telephone conference with L. Recano	.80

08/12/03 DIS	Conference call with Donlin Recano regarding claims objection and voting procedures	1.00
08/12/03 DIS	Telephone conference with P. Hayden regarding PBGC claims and other voting issues	.40
08/12/03 DIS	Telephone conference with L. Recano regarding categorization of employee claims	.20
08/12/03 DIS	Two telephone calls with V. Batey regarding claim objections	.50
08/12/03 DIS	Review claims for inclusion on omnibus objections	1.30
08/12/03 JEV	Research objections to litigation and employee-related claims	.70
08/13/03 RGS	Telephone conference with S. Feiner's office regarding Inco negotiations (.1); telephone conference with J. Ludwikowski regarding Ludlow settlement (.2)	.30
08/13/03 RGS	Review latest information on Inco's proposal from D. Wanlass	.20
08/13/03 RGS	Conference with D. Swan regarding employee and other claim matters	.30
08/13/03 DIS	E-mail correspondence to V. Batey regarding issues with claims exhibits	.20
08/13/03 DIS	Review and analyze list of secured claims (1.5); correspondence to V. Batey regarding secured claim issues (.3); e-mail correspondence to R. McDonald and T. Coldagelli regarding particular claims (.3)	2.10
08/13/03 DIS	Telephone conference with V. Batey regarding upcoming claim objections	.20
08/13/03 DIS	Two telephone calls with G. Kiser regarding tax claims	.30
08/13/03 DIS	Telephone conference with P. Hayden regarding claims and voting issues	.40
08/13/03 DIS	Telephone conference with R. McDonald regarding various secured claims	.30

08/13/03	DIS	Various e-mail correspondence with G. Kiser and D. Bias regarding tax claims	.60
08/13/03	DIS	Telephone conference with L. Recano regarding structure of claim objections	.30
08/13/03	DIS	Review employee and retiree claims	1.40
08/13/03	MJA	Review KERP at D. Swan's request, for specific language as to claims allowed (.6); review D. Austin's working file for list of key employees (.4)	1.00
08/14/03	JJL	Prepare for and meeting with R. Dropkin regarding Ludlow discovery responses	3.10
08/14/03	JJL	Telephone conference with D. Monroe regarding state requests	.40
08/14/03	RGS	Conference with R. Dropkin and J. Ludwikowski regarding tort and insurance claim issues	.50
08/14/03	DIS	Review various environmental claims and telephone conference with R. McDonald to discuss	.80
08/14/03	DIS	Telephone conference with P. Hayden regarding insider and affiliate claims	.30
08/14/03	DIS	Review claims for omnibus objection 6 (1.2); telephone conference with V. Batey regarding revisions to claim exhibits (.4)	1.60
08/14/03	DIS	Review and analyze employee claims (1.8); discuss issues with R. Sable (.3); telephone conference with A. Qualls (.5)	2.60
08/14/03	DIS	Telephone conference with V. Batey regarding objection to claims for voting purposes	.30
08/14/03	DIS	Prepare omnibus objection 6 to disallow claims	1.90
08/14/03	MJA	Run search of extranet and summation for orders requested by D. Swan concerning Inco claim and CitiCapital claim	1.00
08/15/03	JJL	Conference call with Environmental Protection Agency DOJ and NYDEC regarding Ludlow settlement	2.60
08/15/03	JJL	Analyze issues regarding Ludlow settlement	1.10

08/15/03 DIS	Draft objection to claims for voting purposes	2.00
08/15/03 DIS	Two telephone conferences with V. Batey and telephone conference with L. Recano regarding electric blackout and impact on preparation of claim objections	.50
08/15/03 DIS	Telephone conference with P. Hayden and G. Schaaf regarding claims objection and procedural issues	.30
08/15/03 DIS	Prepare motion to extend time to object to claims and file 3018 motions (1.0); telephone conference with K. Wilson regarding filing instructions and confirm signed orders (.2)	1.20
08/15/03 DIS	Review Internal Revenue Service's withdrawal of claim and facsimile to D. Bias	.10
08/15/03 DIS	Address numerous claim inquiries from D. Bias and G. Kiser	.30
08/15/03 DIS	Telephone conference with R. McDonald regarding environmental issue	.20
08/15/03 DIS	Review employee and retiree claims for omnibus objections	.50
08/15/03 DIS	Draft omnibus objection 7 to reclassify claims	.80
08/16/03 DIS	Review various e-mail correspondence on claims from L. Bailey	.10
08/18/03 JJL	Conference call with DOJ, Environmental Protection Agency and NYDEC regarding Ludlow	.50
08/18/03 DIS	Telephone conference with T. Coldagelli regarding DeLage claims	.20
08/18/03 DIS	Proofread and revise omnibus 6 and omnibus 7 objection to claims	.80
08/18/03 DIS	Review claims for inclusion on omnibus objections and voting procedures objection (1.4); review various e-mails from L. Bailey, D. Bias and respond (.3); telephone conference with G. Kiser regarding claims (.3)	2.00
08/18/03 DIS	Review claim objection exhibits and numerous telephone conferences with L. Recano, C. Donlin and V. Batey regarding revisions	1.30

08/19/03	RGS	Telephone conference with R. Dropkin and Winter regarding Inco tax credit issue; conference with D. Swan	.30
08/19/03	RGS	Conference with D. Swan regarding employees (.5); telephone conference with D. Wanlass regarding Ludlow claim (.1)	.60
08/19/03	DIS	Telephone conference with R. McDonald and review letter from K. Laurilliard regarding EDGE claims	.20
08/19/03	DIS	Prepare objection to claims for voting purposes and coordinate filing	2.80
08/19/03	DIS	Review employee claims and exhibits to objections	.70
08/19/03	DIS	Finalize omnibus 6 and omnibus 7 objections to claims and coordinate filing and service	1.30
08/19/03	DIS	Telephone conference with V. Batey regarding claims and voting issues (.2); review voting register (.3)	.50
08/19/03	DIS	Telephone conference with V. Batey regarding claim objections and telephone conference with P. Hayden regarding procedures	.30
08/19/03	DIS	Telephone conference with P. Hayden regarding voting register and other related plan solicitation issues	1.50
08/20/03	JJL	Telephone conference with B. Sweeney regarding environmental issues and analyze same	1.20
08/20/03	JJL	Conference with J. Van Horn regarding legal research on environmental issues	.40
08/20/03	DIS	Telephone conference with L. Recano and V. Batey regarding voting register	.50
08/20/03	JEV	Conference with J. Ludwikowski regarding consent decree issue	.10
08/21/03	JJL	Review correspondence from B. Kogut regarding Ludlow	.30
08/21/03	JJL	Telephone conference with R. McDonald regarding Liberty Mutual action and analyze issues regarding same	1.30

08/21/03	JJL	Telephone conference with B. Sweeney regarding environmental issues	.60
08/21/03	RGS	Telephone conference with R. Dropkin regarding Inco issues	.20
08/22/03	JJL	Correspondence from B. Kogut regarding Ludlow	.20
08/22/03	JJL	Legal research regarding fines for environmental violations	4.30
08/22/03	RGS	Final review of preference analysis and e-mail to B. Rosenberg, et al.	.50
08/22/03	JEV	Research fines and unsecured claims issues	.50
08/23/03	JEV	Research unsecured claims and police power issues under section 362 and draft memorandum on Sixth Circuit case law of same	1.80
08/24/03	JEV	Revise and complete memorandum regarding punitive fines and state police power issues under section 362	.80
08/25/03	JJL	Review legal research memorandum from J. Van Horn regarding environmental issues and review cases cited in same	3.10
08/25/03	JJL	Telephone conference with Environmental Protection Agency, NYDEC and DOJ regarding Ludlow settlement and analyze same	1.60
08/25/03	JJL	Telephone conference with R. Dropkin regarding Ludlow settlement	.50
08/25/03	JJL	Telephone conference with S. Siegel regarding Ludlow settlement	.40
08/25/03	JJL	Correspondence to B. Kogut regarding response to ROD	.40
08/25/03	DIS	Telephone conference with L. Bailey regarding R. Jones claim	.20
08/26/03	JJL	Telephone conference with B. Sweeney regarding environmental negotiations and conference with J. Van Horn regarding same	1.70
08/26/03	JJL	Review and revise agreement regarding confidentiality of insurance policies and conference with D. Swan regarding same	2.40

08/26/03	JJL	Conference with R. Sable regarding Ludlow settlement	.40
08/26/03	JJL	Analyze Liberty Mutual payments	.80
08/26/03	JJL	Outline discovery for Liberty Mutual	.80
08/26/03	RGS	Conference with J. Ludwikowski regarding Ludlow settlement	.20
08/28/03	JJL	Review and analyze issues regarding proposed Ludlow settlement	1.20
08/28/03	JJL	Memorandum to client regarding Ludlow settlement	1.70
08/28/03	DIS	Telephone conference with A. Qualls regarding objection to employee and retiree claims (.2); letter to A. Qualls (.2)	.40
08/28/03	TMC	Edit claims status spreadsheet for D. Swan	1.20
08/29/03	JJL	Memorandum to R. Sable regarding Ludlow settlement	.30
08/29/03	DIS	Telephone conference with I. Bazel regarding claim objection	.20

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Robert G. Sable	\$410.00	4.9	\$2,009.00
Jeffrey J. Ludwikowski	\$255.00	48.3	\$12,316.50
David I. Swan	\$235.00	42.0	\$9,870.00
James E. Van Horn	\$170.00	5.8	\$986.00
Thomas Matthew Collins	\$110.00	1.2	\$132.00
Vicki L. Curfman	\$110.00	0.7	\$77.00
Mary Jo Albright	\$105.00	2.0	\$210.00
		104.9	\$25,600.50
	TOTAL FEES		

TOTAL FOR MATTER 2035688-0018

\$25,600.50

Re: Claims Processing**Our File No. 2035688-0018****For Services Rendered Through Sep 30, 2003**

09/02/03	JEV	Review and update memorandum outline on police power, punitive fines and unsecured claim status	.40
09/03/03	JJL	Telephone conference with R. McDonald regarding environmental issues	.40
09/03/03	JJL	Telephone conference with R. Dropkin regarding status of Ludlow negotiations	.40
09/03/03	JJL	Review outstanding issues regarding Ludlow settlement	1.10
09/03/03	DIS	Review W. Castledine's administrative claim request and court order (.1); e-mail to G. Schaaf (.1)	.20
09/03/03	DIS	Telephone conference with R. McDonald regarding Aubert & Duval	.10
09/03/03	DIS	Telephone conference with R. McDonald regarding W. Castledine's motion	.10
09/04/03	JJL	Telephone conference with D. Gordon of DOJ regarding Ludlow settlement	.90
09/04/03	JJL	Memorandum to D. Wanlass regarding settlement of Ludlow; conference with R. Sable regarding same	1.80
09/05/03	JJL	Conference with R. Sable regarding status of Ludlow settlement	.40
09/05/03	JJL	Conference with R. Dropkin regarding status of Ludlow settlement	.30
09/05/03	JJL	Memorandum to S. Siegel regarding status of Ludlow settlement	.80
09/05/03	RGS	Review and analyze e-mails regarding Ludlow settlement	.20
09/05/03	RGS	Conference with J. Ludwikowski regarding settlement strategy with Ludlow	.20

09/05/03	RGS	Conference with J. Ludwikowski; revise e-mail and review response from B. Dropkin on Ludlow (.3); telephone conference with B. Dropkin regarding Inco (.2)	.50
09/08/03	DIS	Review C. Douglas' response to claim objection	.20
09/08/03	DIS	Review W. Castledine's letter and notice (.1); follow-up with R. McDonald (.1)	.20
09/09/03	JJL	Telephone conference with D. Gordon of DOJ regarding Ludlow settlement	.80
09/09/03	JJL	Telephone conference with G. Schaaf regarding local practice on stay	.60
09/09/03	JJL	Memorandum from S. Siegel regarding status of Ludlow	.20
09/09/03	JJL	Conference with D. Swan regarding insurance matters	.40
09/09/03	DIS	Telephone conference with D. Bleck regarding Liberty Mutual claim and voting issue	.20
09/10/03	JJL	Conference with R. Sable regarding Ludlow settlement	.60
09/10/03	JJL	Forward settlement memorandum to D. Wanlass	.30
09/10/03	JJL	Conference with D. Swan regarding insurance matters	.60
09/10/03	RGS	Conference with J. Ludwikowski regarding Liberty Mutual and Ludlow	.20
09/10/03	DIS	Review e-mails regarding U.S. Customs claims	.10
09/10/03	DIS	E-mail correspondence with D. Bias regarding claims process and discuss with R. Sable	.30
09/10/03	DIS	Telephone conference with L. Recano regarding claims issues and objection strategy	.50
09/10/03	DIS	Conference with R. McDonald regarding claims issues	.20
09/10/03	DIS	E-mail correspondence with G. Schaaf regarding W. Castledine's administrative claim	.10

09/11/03	JJL	Review memorandum from D. Wanlass regarding Ludlow and forward same to S. Siegel	.70
09/11/03	DIS	Telephone conference with S. Christianson regarding Oracle claim objection (.2); e-mail correspondence with P. Johnson and D. Bias and forward information to S. Christianson (.2)	.40
09/11/03	DIS	Conference call with J. Gillespie and D. Bias regarding claims procedure and other issues; prepare summary memorandum	1.40
09/11/03	DIS	E-mail correspondence regarding Timet claims and warehouse agreement	.10
09/12/03	JJL	Review proposed Ludlow order from D. Gordon of the DOJ and revise same	1.70
09/12/03	DIS	Telephone conference with G. Kiser regarding Rolls Royce claim and Primary Care claim	.10
09/16/03	JJL	Telephone conference with Environmental Protection Agency, DOJ and NYDEC regarding Ludlow settlement	.40
09/16/03	RGS	Telephone conference with S. Hankins of GE regarding contract assumption and confirmation	.20
09/16/03	DIS	Telephone conference with R. Josephson regarding West Australia Specialty Alloys claim objection (.1); e-mail to D. Bias and G. Kiser to investigate (.1)	.20
09/17/03	JJL	Conference with R. Sable regarding terms of Ludlow settlement	.30
09/17/03	JJL	Negotiations with DOJ, Environmental Protection Agency and NYDEC regarding finalization of settlement terms	1.80
09/17/03	JJL	Correspondence to Environmental Protection Agency, DOJ and NYDEC confirming terms of settlement	.60
09/17/03	JJL	Telephone conference with R. Dropkin regarding Ludlow settlement	.20
09/17/03	JJL	Review payment to Liberty Mutual	1.10
09/17/03	JJL	Correspondence to D. Wanlass and R. Dropkin regarding Ludlow settlement	.30

09/17/03	RGS	Telephone conference with R. McDonald regarding GE issues	.20
09/17/03	RGS	Telephone conference with S. Siegel (.2); conference with J. Ludwikowski (.1); telephone conference with D. Wanlass regarding Ludlow settlement (.1)	.40
09/17/03	DIS	Correspondence from Cypress Fairbanks regarding claim objection	.10
09/18/03	JJL	Analyze issues regarding strategy for Liberty Mutual matter	1.60
09/18/03	JJL	Telephone conference with R. Dropkin regarding Ludlow settlement	.30
09/18/03	DIS	Review various e-mails and respond to Cabell County property tax claims	.20
09/22/03	JJL	Telephone conference with D. Gordon regarding motion to stay and regarding settlement issues; revise response	1.90
09/22/03	JJL	Correspondence to B. Kogut and client regarding response to ROD	.20
09/22/03	DIS	Review PBGC's response to objection to claims for voting purposes	.10
09/22/03	DIS	Telephone conference with R. McDonald regarding claims	.20
09/23/03	DIS	Telephone conference with R. Josephson regarding WASA claim	.20
09/24/03	JJL	Review complaint from Century Indemnity	.50
09/24/03	JJL	Conference with R.Crouch and S. Edison regarding complaint from Century Indemnity	.50
09/24/03	JJL	Analyze issues regarding extent of liability regarding Century's indemnity complaint	1.40
09/24/03	JJL	Telephone conference with K. Green regarding Century's indemnity complaint	.40
09/24/03	JJL	Telephone conference with B. Sweeney regarding Century's indemnity complaint	.30

09/24/03	JJL	Telephone conference with R. McDonald regarding asbestos coverage matters and review documents from same	.90
09/24/03	DIS	Telephone conference with B. Fleming regarding IBM claim objection	.20
09/25/03	JJL	Telephone conference with G. Shanahan regarding Ludlow settlement	.40
09/25/03	JJL	E-mail to G. Shanahan regarding creditor issues	.30
09/25/03	JJL	Review correspondence from D. Gordon regarding terms of Ludlow settlement and analysis of same	1.70
09/25/03	JJL	Telephone conference with R. Dropkin regarding manganese issues and conference with D. Swan regarding same	1.30
09/25/03	JJL	Review revisions to Hartford settlement	.80
09/26/03	JJL	Telephone conference with B. Sweeney regarding confirmation issues	.40
09/26/03	JJL	Conference with D. Swan regarding confirmation issues	.70
09/26/03	DIS	Prepare response to W. Castledine's motion to pay claim	1.30
09/27/03	DIS	E-mail correspondence to R. Josephson and B. Fleming regarding claim objection hearing schedule	.10
09/27/03	DIS	Memorandum to D. Bias, Donlin Recano and others regarding plan confirmation and claims issues	.30
09/29/03	JJL	Review objections of IBM and conference with D. Swan regarding same	.40
09/29/03	JJL	Review memorandum from R. Dropkin regarding litigation issues and conference with R. Sable regarding same	.60
09/29/03	JJL	Analyze issues regarding litigation issues	1.80
09/29/03	DIS	Telephone conference with L. Recano regarding claims	.20

09/29/03 DIS	Telephone conference with R. McDonald regarding tax claims (.2); telephone conference with V. Batey (.2); review various secured and priority claims filed by tax authorities (1.3)	1.70
09/29/03 DIS	Review R. Dropkin's memorandum on insurance claims	.20
09/29/03 DIS	Receive, review claims orders and distribute	.20
09/29/03 HRH	Obtain requested proof of claims as per D. Swan request	.30
09/30/03 JJL	Telephone conference with DOJ regarding confirmation of plan	.60
09/30/03 RGS	Review secured tax claim memorandum from D. Swan	.20
09/30/03 DIS	Summarize tax claims and prepare memorandum	1.20
09/30/03 VLC	Review, analyze and index recent correspondence and pleadings per J. Ludwikowski regarding various claim matters	2.60

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Robert G. Sable	\$410.00	2.1	\$861.00
Jeffrey J. Ludwikowski	\$255.00	33.7	\$8,593.50
David I. Swan	\$235.00	10.6	\$2,491.00
James E. Van Horn	\$170.00	0.4	\$68.00
Heather Rajoppi Hickman	\$110.00	0.3	\$33.00
Vicki L. Curfman	\$110.00	2.6	\$286.00
		49.7	\$12,332.50
	TOTAL FEES		

TOTAL FOR MATTER 2035688-0018

\$12,332.50

Re: Claims Processing

Our File No. 2035688-0018

For Services Rendered Through Oct 31, 2003

10/01/03	RGS	Review message from D. Wanlass; conference with D. Swan and review pleading regarding ADH issues	.40
10/01/03	DIS	Telephone conference with R. McDonald regarding Cabell County claim	.20
10/01/03	DIS	Conference with D. Austin regarding R. McDonald's claims	.10
10/01/03	DIS	Conference with J. Van Horn regarding omnibus claim objection process	.20
10/01/03	JEV	Conference with D. Swan regarding claims objections procedures	.30
10/02/03	JJL	Review proposed settlement agreement on Ludlow; correspondence with R. Dropkin regarding same	2.70
10/02/03	JJL	Correspondence with R. Dropkin regarding payment of Ludlow settlement	.40
10/02/03	JJL	Analyze issues regarding R. Dropkin's memorandum on tort questions	1.40
10/02/03	RGS	Review declaratory judgment action from Century (.4); telephone conference with B. Dropkin regarding Century (.2); memorandum to R. Crouch and letter to D. Wanlass regarding declaratory judgment action (.3)	.90
10/02/03	RGS	Telephone conference with J. Gillespie and Brooks (.3); conference with D. Swan (.2); review AP and AR schedule with Brooks and D. Swan (.3)	.80
10/02/03	DIS	Telephone conference with M. Waybright and telephone conference with T. Bell regarding Cabell County tax claims	.50
10/02/03	DIS	Conference with J. Van Horn and research property tax claim issues	.40

10/02/03	JEV	Research tax accrual and administrative claims issues and supporting Sixth Circuit case law (1.6); conference with D. Swan regarding same (.3); follow-up case law research and further discussions regarding same (.6)	2.50
10/03/03	JJL	Correspondence from R. Sable regarding Ludlow settlement	.20
10/03/03	JJL	Analyze issues regarding B. Dropkin's tort requests and conference with S. Paliotta regarding legal research on same	2.10
10/03/03	DIS	Conference call with W. Agee and R. McDonald regarding Cabell County tax claims (.9); research pre-petition and post-petition issues (.9); numerous follow-up telephone calls with W. Agee (.9) and R. McDonald (.6) to discuss	3.30
10/03/03	DIS	Review Manganese claims and confer with J. Ludwikowski	.20
10/03/03	SHP	Research on pre-petition claims of undiscovered mass tort	1.00
10/03/03	JEV	Review Sixth Circuit case law and conference with D. Swan regarding tax claim issues	.20
10/04/03	RGS	Conference with D. Swan regarding Cabell County tax issues (.3); review memorandum (.2)	.50
10/04/03	DIS	Draft memorandum regarding West Virginia property tax claim and lien issues and categorization issues (1.2); discuss with R. Sable (.2)	1.40
10/06/03	JJL	Memorandum in response to P. Dropkin's inquiries on tort requests	3.10
10/06/03	JJL	Conference with R. Sable regarding inquiries on tort requests	.20
10/06/03	RGS	Review and respond to e-mail regarding Inco	.30
10/07/03	RGS	Conference with B. Dropkin and D. Wanlass regarding Inco issues	.50
10/07/03	JEV	Telephone conversation with P. Hayden (.1) and conference with staff (.1) regarding status of claims objections	.20

10/08/03	JJL	Conference with S. Paliotta regarding supplemental legal research regarding tort claims; review and revise memorandum regarding same	1.90
10/08/03	DIS	Review J. Ludwikowski's litigation memorandum	.20
10/08/03	DIS	Review C. Douglas' motion to reclassify claim	.20
10/09/03	JJL	Telephone conference with DOJ lawyers regarding status of Ludlow settlement	.60
10/09/03	JJL	Review information regarding manganese claims	1.30
10/09/03	RGS	Review Inco documents, including correspondence and financial information in preparation for negotiations	1.10
10/09/03	RGS	Telephone conference with B. Dropkin (.3); telephone conference with D. Wolfe (.2); telephone conference with S. Feiner (.4); telephone conference with B. Dropkin (.2); telephone conference with D. Wanlass regarding negotiations of settlement (.2)	1.30
10/09/03	RGS	Conference with K. Batik regarding open issues and Inco claim issues	.30
10/09/03	DIS	Memorandum to G. Schaaf regarding C. Douglas' claim; telephone conference with G. Schaaf	.40
10/09/03	DIS	Telephone conference with J. Gillespie and K. Winters regarding tax claims; follow-up e-mail	.30
10/09/03	DIS	Analyze Metal Management's claim and e-mail to L. Bailey	.20
10/09/03	DIS	Telephone conference with V. Batey (.1); review non-tax priority claims (.1)	.20
10/09/03	DIS	Conference with D. Austin regarding PBGC administrative claims	.20
10/09/03	DIS	Review U.S. Materials claim situation and e-mail to L. Bailey	.20
10/10/03	RGS	Telephone conference with J. Moore of Falconbridge	.20
10/10/03	DIS	Exchange correspondence with A. Qualls regarding C. Douglas motion; to G. Schaaf	.30

10/10/03	DIS	Conference with K. Batik regarding Inco claim issues	.30
10/10/03	JEV	Research claims issues for responses to objections	.60
10/13/03	DIS	Conference call with D. Wanlass, J. Gillespie and W. Agee regarding West Virginia tax claims	1.60
10/13/03	DIS	Conference with K. Batik regarding Bartlit Beck and Inco litigation	.10
10/13/03	DIS	Telephone conference with V. Batey regarding claims issues	.30
10/13/03	JEV	Research claims issues for objection responses	.40
10/14/03	JJL	Review memorandum from DOJ regarding confirmation and effect on Ludlow; conference with D. Swan regarding same	.60
10/14/03	JJL	Review correspondence from B. Kogut regarding ROD response and prepare response to same	.50
10/14/03	DIS	E-mail correspondence with L. Bailey regarding US materials claim	.10
10/14/03	DIS	C. Douglas' claim objection and review summary correspondence from G. Schaaf	.20
10/14/03	DIS	Review W. Castledine's orders and telephone conference with R. McDonald	.20
10/15/03	JJL	Review Congress Financial financial documents regarding Ludlow settlement and analysis of language	1.60
10/15/03	JJL	Telephone conference with R. McDonald regarding Ludlow settlement	.40
10/15/03	DIS	Conference with J. Ludwikowski regarding Ludlow	.10
10/16/03	JJL	Review and revise memorandum responding to litigation questions from client after conducting supplemental legal research regarding same	2.10
10/16/03	JJL	Review and revise Ludlow draft settlement agreement	.80