

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

IN RE:	)	CHAPTER 11
	)	
SPECIAL METALS CORPORATION, et al.	)	CASE NOS. 02-103335 –
	)	02-10338
DEBTORS.	)	
	)	JOINTLY ADMINISTERED
	)	
	)	JUDGE WILLIAM S. HOWARD
	)	

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**ORDER APPROVING FINAL FEE APPLICATION REQUEST OF  
McGUIREWOODS LLP AS COUNSEL TO THE DEBTORS FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE  
PERIOD FROM MARCH 28, 2002 THROUGH NOVEMBER 30, 2003  
AND FINAL APPROVAL OF INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES OF McGUIREWOODS LLP FOR THE  
PERIOD FROM AUGUST 1, 2003 THROUGH NOVEMBER 30, 2003**

This matter having come before the Court upon the Final Fee Application Request for Compensation and Reimbursement of Expenses for the Period from March 28, 2002 through November 30, 2003, and for Final Approval of Interim Compensation and Reimbursement of Expenses for the Period from August 1, 2003 through November 30, 2003 (the "Request"), notice for objection to these fees having been given as required by the Order Establishing Interim Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, and no objections thereto having been received, and this Court being otherwise sufficiently advised. It is hereby

**ORDERED** that the Request be and hereby is APPROVED and that the firm of McGuireWoods LLP is hereby awarded 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 period from March 28, 2002 through November 30, 2003. It is further

**ORDERED** that the firm of McGuireWoods LLP is hereby awarded final approval of interim compensation in the amount of \$859,940.50 and reimbursement of expenses in the amount of \$64,867.44 sought in the Fee Applications filed during the period of August 1, 2003 through November 30, 2003. It is further

**ORDERED** that the Reorganized Debtors are directed to immediately pay McGuireWoods LLP \$171,988.10, which represents the Request less the interim monthly applications for fees and expenses previously paid.

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



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

**Pursuant to Local Rule 9022-1(c), counsel for the Debtors shall cause a copy of this Order to be served on each of the parties listed below pursuant to Local Rule 9022-1(a) and shall file with the Court a certificate of service of the Order upon such parties within ten (10) days hereof.**

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

McGuireWoods LLP  
625 Liberty Avenue  
23<sup>rd</sup> Floor, Dominion Tower  
Pittsburgh, PA 15222

Blank Rome LLP  
Attn: Mark E. Richards  
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405 Lexington Avenue  
New York, NY 10174-0208

Stoll, Keenon & Park, LLP  
Attn: Gregory D. Pavey  
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Shari Siegel  
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