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

IN RE:	) Chapter 11
SPECIAL METALS CORPORATION, et al.	) Bankruptcy Nos. 02-10335 - ) 02-10338
	) ) JOINTLY ADMINISTERED
	) )  JUDGE WILLIAM S. HOWARD

# APPLICATION FOR REIMBURSEMENT OF EXPENSES OF A MEMBER OF THE COMMITTEE OF RETIRED PERSONS

The above captioned debtors ("Debtors"), through counsel, make this application on behalf of John O. Allen, a member of the Committee of Retired Persons appointed in the above referenced Chapter 11 bankruptcy cases, pursuant to §§503(b)(3)(F) and 1114(b)(2) of the Bankruptcy Code and Bankruptcy Rule 2016(a), for Reimbursement of Expenses As A Member of the Committee of Retired Persons, and in support, state as follows:

#### BACKGROUND

- 1. By order dated November 1, 2002, the Court ordered the appointment of a Committee of Retired Persons ("Committee") in these bankruptcy cases, pursuant to §1114 of the Bankruptcy Code, to represent the interests of the Debtors' salaried retired employees. A copy of the order is attached hereto as Exhibit A.
- 2. On December 16, 2002, the Court entered an order approving the appointment of five persons to the Committee, including John O. Allen, Tom Lemke, Richard Reed, Donald Nojaim, and Robert D. Haggett.
- 3. The Committee members are representative of the Debtors' major production facilities.

- 4. Since its appointment, the Committee has proceeded with its duties in representing the interests of Debtors' salaried retired employees.
- 5. 11 U.S.C. §1114(b)(2) provides that a "[c]ommittees of retired employees appointed by the court pursuant to this section shall have the same rights, powers, and duties as committees appointed under sections 1102 and 1103...." As such, a section 1114 committee is analogous to a committee appointed under section 1102.
- 6. 11 U.S.C. §503(b)(3)(F) provides for reimbursement as an administrative expense, the actual and necessary expenses of a member of a committee appointed under §1102 incurred in the performance of the duties of the committee.
- 7. Because members of a §1114 committee have the same rights as members of a §1102 committee, it is clear that 11 U.S.C. §503(b)(3)(F) is intended to provide for reimbursement of the actual and necessary expenses of members of a committee appointed pursuant to §1114.

#### **EXPENSES INCURRED BY JOHN O. ALLEN**

- 8. As part of his duties as a member of the Committee, John O. Allen ("Allen") arranged for the production, copying, and mailing of letters from the Committee to the Salaried Retirees. These expenses total \$2,262.36. Copies of bills and receipts showing these expenses are attached hereto as Exhibit "B".
- 9. The expenses incurred by Allen are reasonable and necessary expenses incurred in the administration of the estate, and are entitled to reimbursement pursuant to 11 U.S.C. §503(b)(3)(F).

WHEREFORE, the Debtors respectfully request entry of an order

- (i) authorizing the reimbursement of expenses incurred by John O. Allen in furtherance of his duties as a member of the Committee of Retired Employees in the amount of \$2,262.36,
- (ii) directing Debtors to pay said amounts, and

(iii) for such other relief as is appropriate.

Respectfully submitted,

McGUIREWOODS LLP

Robert G. Sable, Esquire James E. Van Horn, Esquire Dominion Tower, 23<sup>rd</sup> Floor 325 Liberty Avenue Pittsburgh, PA 15222

Telephone: (412) 667-6000 Facsimile: (412) 667-6050

-and-

## GREENEBAUM DOLL & MCDONALD, PLLC

Gregory R. Schaaf, Esquire Kimberly H. Bryant, Esquire 333 W. Vine Street, Suite 1400 Lexington, KY 40507 Telephone: (859) 231-8500

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

#### **CERTIFICATE OF SERVICE**

The undersigned certifies that a copy of the foregoing was served this 12th day of January, 2004, by regular United States mail, postage prepaid, upon the following:

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

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

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

Office of the United States Trustee 100 East Vine Street, Suite 803 Lexington, Kentucky 40507 McGuireWoods LLP Attn: Robert G. Sable and Mark E.

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

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

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

/s/ Gregory R. Schaaf
COUNSEL FOR THE DEBTORS
LEX:639664.1

## **EXHIBIT "A"**

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

EASTERN DISTRICT OF KENTUCKY /

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IN RE:	) Chapter 11 ) NOV 0 1 2002
	, , , , , , , , , , , , , , , , , , , ,
SPECIAL METALS CORPORATION, INCO	) Bankruptcy Nos. 02-10335 -
ALLOYS INTERNATIONAL, INC. d/b/a	) 02-10338 AT LEXINGTON
THE PROPERTY OF A T. T. O.Y.C. CONCOUNT & COTTAIN	JERRY D. TRUITT, CLERK
HUNTINGTON ALLOYS, SPECIAL METALS	JUR DANKDIETCY COURT
DOMESTIC SALES CORP. and A-1 WIRE	) JOINTLY ADMINISTERED U.S. BANKRUPTCY COURT
TECH, INC.	)
	) JUDGE WILLIAM S. HOWARD
Debtors	)

# ORDER GRANTING MOTION PURSUANT TO BANKRUPTCY CODE SECTIONS 1114(c) and (d) FOR APPOINTMENT OF A COMMITTEE OF RETIRED EMPLOYEES

Upon consideration of the Debtors' Motion Pursuant to Bankruptcy Code Sections 1114(c) and (d) For Appointment of A Committee of Retired Employees ("Motion"), and the Court having found that the appointment of a Committee of Retired Employees is necessary in accordance with Section 1114 of the Bankruptcy Code, and in the best interests of the Debtors, their bankruptcy estates, creditors, and all parties in interest, and it appearing that the interests of retired employees who were or are members of (a) the United Steelworkers of America ("USWA") and (b) the United International Association of Machinists and Aerospace Workers ("IAMAW") are already represented by the USWA and the IAMAW, respectively, and need no separate order authorizing their representation in these proceedings, and after due notice and opportunity to be heard, it is hereby,

ORDERED, ADJUDICATED and DECREED that the Motion is granted, and a Retirees'

Committee shall be appointed consisting of an odd number of members representing the geographic distribution and varying entitlements to Section 1114(a) Retiree Benefits of those Retired Employees

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not represented by a labor organization, to serve as the sole authorized representative under section 1114 of the Bankruptcy Code for the retired employees of the Debtors who are not represented in these proceedings by the USWA or the IAMAW (the "Representative"); and it is further

ORDERED that within 15 days of the date of this Order, the Debtors shall serve upon each known retiree of the Debtors, other than USWA Retirees and IAMAW Retirees, by first class U.S. mail, a copy of this order and a "Request for Nominations to Retirees' Committee"; and it is further

ORDERED that within 30 days after the date of service of the Request for Nominations to Retirees' Committee, the Debtors shall provide to the Court and to the parties listed on the attached service list a report ("Nominations Report") showing the names and addresses of all retired employees of the Debtors who have been nominated to act as Representative and the Debtors' recommendations relating thereto; and it is further

ORDERED, that upon receipt of the Nominations Report; the Court shall schedule a hearing to determine the make up of the Representative; and it is further

ORDERED that nothing in contained in the Motion or this Order shall be deemed an admission or a finding that the Debtors have any obligation, including without limitation any other post-retirement employee benefits, to any current or retired employees of the Debtors and/or Non-Debtor affiliates; and it is further

ORDERED that nothing contained in this Motion or this Order shall be deemed to limit any rights of the Debtors to terminate the benefits of any retired employee unilaterally.

MOV 0 1 2002

UNITED STATES BANKRUPTCY JUDGE

TENDERED BY:

McGUREWOODS LUP

Robert R. Sable, Esquire
Mark E. Freedlander, Esquire
Daniel A. Austin, Esquire
Dominion Tower, 23<sup>rd</sup> Floor
325 Liberty Avenue
Pittsburgh, PA 15222

Telephone:

(412) 667-6000

Facsimile:

(412) 667-6050

-and-

#### GREENEBAUM DOLL & MCDONALD PLLC

Gregory R. Schaaf, Esquire Kimberly H. Bryant, Esquire 300 W. Vine Street, Suite 1100 Lexington, KY 40507 Telephone: (859) 231-8500 COUNSEL FOR THE DEBTORS

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 designated to receive this order 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.

LEX:501196.2

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## **EXHIBIT "B"**

## Expenses Incurred

Check no.	Amount
1022	69.63
1023	602.74
1024	379.86
1025	70.00
1026	1140.13
Total	\$2262.36

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MASTERCARD 9331 69.63

For a chance to Win One of 40-\$100 or 1-\$1000 Quarterly Shopping Sprees!

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www.od.bizrate.com NHL 92CM H9TM1

Receive one free ream of Envirocopy recycled paper SKU 563-024 when you bring in your empty ink or toner cartridge. Coupon Code 12871540 Limit one per customer. Visit the Ink & Toner shop for limitations.

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For a chance to Win
One of 40-\$100 or 1-\$1000
Quarterly Shopping Sprees!
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Receive one free ream of Envirocopy recycled paper SKU 553-024 when you bring in your empty ink or toner cartridge. Coupon Code 12871540

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OFFICE DEPOT 5185 Rt. 60 #99 HUNTINGTON, WV. 25705 (304) 733-1170

Employee 230743 10/07/03 16:39 Store #0311 Reg #005 Tran #6671 SALE POS Version 4.13A

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 TOTAL
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Quarterly Shopping Sprees!
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Recaive one free ream of Envirocopy recycled paper SKU 563-024 when you bring in your empty ink or toner cartridge. Coupon Code 12871540

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Receive one free ream of Envirocopy recycled paper SKU 553-024 when you bring in your empty ink or toner cartridge. Coupon Code 12871540 Limit one per customer. Visit the Ink & Toner shop for limitations.

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Dec. 15, 2003 - Mail

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1334 Enslow Bivd.
Huntington, WV 25701-4018

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DAYTON OH 45430 \$0. First-Class	37
Return Receipt \$1. Certified \$2. Label Serial #: 700316800006833607	30 46 ==
HUNTINGTON WV 25705 \$0.	37
Return Receipt \$1. Certified \$2. Label Serial #: 7003168000068336079	30 53
Issue PVI: \$4.4	
BARBOURSVILLE WV 25504 \$0.3 First-Class Return Receipt \$1.7	
Certified \$2.3 Label Serial #: 7003168000068336076	30 30
Issue PVI: \$4.4	
37c Flag PSA 1 \$37.00 \$37.0	0
37c Flag PSA 1 \$37.00 \$37.0 Coil/100	0
37c Stamp 2 \$0.37 \$0.7 \$1 Johns 404 \$1.00 \$404.0 Hopkins	4 0
5c Luis Munoz 100 \$0.05 \$5.0 Marin	0
1c American 100 \$0.01 \$1.0 Kestrel PSA	0
4c Father 100 \$0.04 \$4.0 Flanagan	3
1c American 2 \$0.01 \$0.00 Kestrel PSA	2
4c Father 2 \$0.04 \$0.08 Flanagan	3
Total: \$647.96	5
Paid by: Visa	

Order stamps at USPS.com/shop or call 1-800-Stamp24. Go to USPS.com/clicknship to print shipping labels with postage. For other information call 1-800-ASK-USPS. Bill#: 1000300856936

#### OFFICE DEPOT 5185 Rt. 60 #99 HUNTINGTON, WV. 25705 (304) 733-1170

Employee 401170		12	/13/03	12:04
Store #0311	Reg	#005	Tran	#0437
SALE (TPI)		POS V	ersion	4.13A
831301 Finishing				
1800 @ 0.010				18.00
831291 Finishing				
500 @ 0.020				10.00
788701 Copy				
250 @ 0.050				12.50
790111 Copy				
900 @ 0.040				36.00
2690090125 ENV,#	10,5	00BX		
1 @ 4.75	•			4.75
SUBTO	OTAL			81.25
WV 6% SALES	STAX	1		4.88
TO	DTAL			86.13
VISA 4	4510		4	

For a chance to Win One of 40-\$100 or 1-\$1000 Quarterly Shopping Sprees! See store for Contest Rules.

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ID: 7VTZ TM9N9 6GP21

\*\*\*\*\*\*\*\*\*

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Limit one per customer.
Visit the Ink & Toner shop for limitations.



Prime Copy Plus 1452 4th Avenue Huntington,

W 25701

QUANTITY	PRICE	amount 
32 COPIES Self	0.06 8.5 x 11 .	1.92
SUB-TOTAL TAX TOTAL Cash Sale CHANGE		1.92 0.12 2.04 0.00

Invoice Number : 53581

Date : 12/15/03 Time : 10:57 AM

1655

Thank you.