

**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
)	

**ORDER APPROVING FINAL FEE APPLICATION REQUEST OF
RHOADES LAW FIRM, LLC AS SPECIAL COUNSEL TO THE DEBTORS FOR EMPLOYEE
BENEFIT MATTERS 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 RHOADES LAW FIRM, LLC 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 Rhoades Law Firm, LLC is hereby awarded final approval of compensation in the amount of \$676,808.57 in fees and reimbursement of expenses in the amount of \$5,085.34 for services rendered during the period from March 28, 2002 through November 30, 2003. It is further

ORDERED that the firm of Rhoades Law Firm, LLC is hereby awarded final approval of interim compensation in the amount of \$131,518.00 and reimbursement of expenses in the amount of \$1,457.50

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 Rhoades Law Firm, LLC \$50,398.37, which represents the Request less the interim monthly applications for fees and expenses previously paid.

DATED: _____

The Honorable William S. Howard
United States Bankruptcy Judge

TENDERED BY:

Gregory R. Schaaf
Kimberly H. Bryant
GREENEBAUM DOLL & MCDONALD PLLC
300 W. Vine Street, Suite 1100
Lexington, KY 40507
Telephone: (859)231-8500
Facsimile: (859)255-2742

COUNSEL FOR DEBTORS:

Pursuant to Local Rule 9022-1I, counsel for the Debtors shall serve this order on: (i) Special Metals Corporation, Dennis Wanlass, Vice President and Chief Financial Officer, Special Metals Corporation, 3200 Riverside Drive, Huntington, WV 25705-1771 Attn: Dennis Wanlass; (ii) counsel to the Debtors, McGuire Woods, LLP, 625 Liberty Avenue, 23rd Floor, Dominion Tower, Pittsburgh, PA 15222; (iii) counsel to the Committee, Blank Rome Tenzer & Greenblat, Chrysler Building, 405 Lexington Avenue, New York, New York 10174-0208, Attn.: Mark E. Richards, and Stoll, Keenon & Park, LLP, 300 West Vine Street, Suite 2100, Lexington, Kentucky 40507, Attn.: Laura Day DelCotto and Gregory D. Pavey; (iv) Credit Lyonnais, New York Branch, for itself and as agent for the syndicated lender group under the Credit Agreement dated as of October 28, 1998, as amended, c/o Latham & Watkins, 885 Third Avenue, Suite 1000, New York, NY 10022, Attn.: Robert Rosenberg and Shari Siegel, Esquire; (v) Tracey N. Wise, Wise, Warnecke & Wise, 219 North Upper Street, Lexington, KY 40507; and (vi) Elizabeth A. Hardy, Bankruptcy Specialist, the Office of the United States Trustee, 100 East Vine Street, Suite 803, Lexington, Kentucky 40507.

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



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