

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

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

**ORDER APPROVING FINAL FEE APPLICATION OF SHEARMAN & STERLING
LLP FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES AS SPECIAL COUNSEL TO THE DEBTORS**

This matter having come before the Court upon the Final Fee Application of Shearman & Sterling LLP for Allowance of Compensation and Reimbursement of Expenses (the "Final Application"), a hearing on the Final Application having been held and no objections thereto having been received, and this Court being otherwise sufficiently advised, it is hereby

ORDERED that the Application be and hereby is APPROVED; and it is further

ORDERED that the firm of Shearman & Sterling ("Shearman") is hereby awarded final approval of its attorneys' fees from March 26, 2003, through November 26, 2003 ("Effective Date") in the amount of \$63,405.00 and reasonable expenses in the amount of \$392.77; and it is further

ORDERED that the Debtors are directed to immediately pay Shearman all unpaid fees and expenses accrued during this Case, as described in the Final Fee Application.

Pursuant to Local Rule 9022-1(c), counsel for the Debtors shall serve this order on: (i) Special Metals Corporation, Attn: Dennis Wanlass, Vice President and Chief Financial Officer, Special Metals Corporation, 3200 Riverside Drive, Huntington, WV 25705-1771 (ii) counsel to the Debtors, McGuireWoods LLP, 625 Liberty Avenue, 23rd Floor, Dominion Tower, Pittsburgh, PA 15222; (iii) counsel to the Committee, Blank Rome LLP, Attn: Mark E. Richards, Chrysler Building, 405 Lexington Avenue, New York, New York 10174-0208, and Stoll, Keenon & Park, LLP, Attn: Gregory D. Pavey, 300 West Vine Street, Suite 2100, Lexington, Kentucky 40507; (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, Attn: Robert Rosenberg and Shari Siegel, Esquire, 885 Third Avenue, Suite 1000, New York, NY 10022; Tracey N. Wise, Wise & DelCotto, 219 North Upper Street, Lexington, KY 40507 and (v) the Office of the United States Trustee, 100 East Vine Street, Suite 803, Lexington, Kentucky 40507.

LEX:639708.1

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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)**