

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

IN THE MATTER OF:	)	In Proceedings Under Chapter 11
)	
HUNTCO INC.,	)	Case No. 02-41185-293 # 673
HUNTCO NEVADA INC.,	)	Case No. 02-41186-293
HUNTCO STEEL INC.,	)	Case No. 02-41187-293
MIDWEST PRODUCTS INC.,	)	Case No. 02-41188-293
)	
	)	ORDER (I) ESTABLISHING
	)	VOTING RECORD DATE (II)
	)	APPROVING SOLICITATION
	)	AND BALLOT
	)	PROCEDURES, AND
	)	(III) ESTABLISHING
	)	PROCEDURES TO
	)	OBJECT TO THE PLAN AND
	)	DISCLOSURE STATEMENT

No objections being filed to the Joint Motion of the Debtors' and The Official Unsecured Creditors' Committee's to Fix the Record Date, to Approve the Manner of Solicitation of Votes on the Plan and the Form of the Ballot(s) (the "Ballots"), and to Establish Procedures to Object to the Plan and Disclosure Statement (the "Motion"), and it appearing that proper and timely notice and an opportunity to object to the Motion has been given; and upon the record of all of the proceedings heretofore had before the Court and after due deliberation and sufficient cause appearing therefore, it is

ORDERED, FOUND AND DETERMINED THAT:

1. For voting purposes and mailing of the Solicitation Package (as hereafter defined), pursuant to this Court's Order entered February 4, 2004, the "Record Date" for the holders of Claims and Equity Interests shall be fixed as of February 11, 2004, at 4:30 p.m., CST.
2. Notwithstanding anything to the contrary contained herein, the Debtors shall serve all creditors set forth on the claims registers and schedules.

3. Notwithstanding anything to the contrary contained herein, the Debtors shall serve Equity Holders holding interests classified in Class 5 of the Plan at their last known address and the transfer agent thereof, and such notice shall be deemed sufficient without further publication or notice.

4. On or before February 11, 2004, the Debtors shall mail ballots, substantially in the form annexed hereto as Exhibit A (the "Ballot"), to each holder, as of the Record Date, of a Claim in Class 1B and in Class 3B (the "Voting Classes") respectively under the Plan.

5. On or before February 11, 2004, the Debtors deposited or caused to be deposited in the United States mail, first class postage prepaid, a sealed solicitation package (the "Solicitation Package") addressed to the holders of Claims as of the Record Date, which included:

- a. A copy of the Motion to (I) Establish Voting Record Date, (II) Approve Solicitation and Ballot Procedures, and (III) Establish Procedures to Object to the Plan and Disclosure Statement and exhibits thereto and proposed Order granting same;
- b. Debtors' Motion to Shorten Notice Period and to Approve on Negative Notice the Establishment of a Record Date, Approve Solicitation and Ballot Procedures, and Establish Procedures to Object to the Disclosure Statement and Plan;
- c. Order Allowing Debtor to Combine Hearing on Debtor's Disclosure Statement and Plan of Reorganization entered February 4, 2004, setting forth the date and time fixed for filing acceptances to and rejections of the Plan, the date and time fixed for filing objections to the adequacy of the Disclosure Statement and confirmation of the Plan, and the date, time and place of the hearing on confirmation of the Plan;
- d. a copy of the Disclosure Statement, as filed (with exhibits including the Plan); and
- e. the letter drafted by the Official Committee for Unsecured Creditors urging acceptance of the Plan.

All persons and entities entitled to vote on the Plan shall deliver their Ballots by mail, hand delivery or overnight courier no later than 4:00 p.m., prevailing central time, on March 11, 2004 (the "Voting Deadline") to

Nancy S. Jochens
Blackwell Sanders Peper Martin LLP
2300 Main Street, Suite 1000
Kansas City, MO 65205
Attn: Huntco Plan

Any Ballot received after the Voting Deadline shall not be counted, other than as provided for herein. Ballots submitted by facsimile shall not be counted.

6. With respect to Ballots submitted by a holder of a Claim in a Voting Class:
 - a. any Ballot that is properly completed, executed and timely returned that does not indicate an acceptance or rejection of the Plan shall not be counted;
 - b. any Ballot that is returned indicating acceptance or rejection of the Plan but which is unsigned shall not be counted;
 - c. whenever a creditor casts more than one Ballot voting the same claim prior to the Voting Deadline, only the last timely Ballot received by the Voting Agent shall be counted;
 - d. if a creditor casts simultaneous duplicative Ballots voted inconsistently, then such Ballots shall not be counted;
 - e. each creditor shall be deemed to have voted the full amount of its Allowed Claim;
 - f. creditors shall not split their vote within a Claim, thus each creditor shall vote all of its Claim within particular class either to accept or reject the Plan;
 - g. any Ballot that partially rejects and partially accepts the Plan shall not be counted; and
 - h. any Ballot received by telecopier, facsimile or other electronic communication shall not be counted.

7. The hearing on confirmation of the Plan is scheduled for March 15, 2004 at 10:00 a.m. (Central time) in the courtroom of the Honorable David P. McDonald, United States

Bankruptcy Judge, U.S. Courthouse, 111 South Tenth St., St. Louis, Missouri. The confirmation hearing may be adjourned from time to time without further notice.

8. Any objections to approval of the Disclosure Statement or confirmation of the Plan must be filed with the Bankruptcy Court on or before March 5, 2004, (electronic filing required) and must state specifically the legal and factual basis for the objection.

Date: St. Louis, Missouri
February 18, 2004



HONORABLE DAVID P. MCDONALD
UNITED STATES BANKRUPTCY JUDGE

"The Court hereby directs NANCY JUCHENS to serve this document upon all parties in interest and file a certificate of service."

EXHIBIT A

**FORM OF BALLOT FOR
CLASSES 1B AND CLASS 3B**

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

IN THE MATTER OF:) In Proceedings Under Chapter 11
)
HUNTCO INC.,) Case No. 02-41185-293
HUNTCO STEEL INC.,) Case No. 02-41187-293
)

BALLOT FOR ACCEPTING OR REJECTING
PLAN OF REORGANIZATION
PROPOSED JOINTLY BY THE DEBTORS
AND THE OFFICIAL UNSECURED CREDITORS' COMMITTEE

Huntco Inc. ("Huntco Inc.") and Huntco Steel Inc. ("Huntco Steel"), as Debtors in possession, are soliciting votes with respect to the Plan of Reorganization (and certain of its affiliates) and the Official Unsecured Creditors' Committee dated February 10, 2004, (the "Plan") under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), from the holders of certain impaired claims against Huntco Inc. and or Huntco Steel.

THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF CLASS 1B, UNSECURED CLAIMS AGAINST HUNTCO STEEL, OR CLASS 3B, UNSECURED CLAIMS AGAINST HUNTCO INC. IN ORDER FOR YOUR VOTE TO BE COUNTED, THE BALLOT MUST BE PROPERLY COMPLETED, SIGNED AND RETURNED SO THAT IT IS RECEIVED BY NANCY S. JOCHENS, BLACKWELL SANDERS PEPER MARTIN LLP, 2300 MAIN STREET, SUITE 1000, KANSAS CITY, MISSOURI 64108, BY 5:00 P.M. CENTRAL TIME ON OR BEFORE MARCH 11, 2004 UNLESS SUCH TIME IS EXTENDED BY THE DEBTOR (THE "VOTING DEADLINE").

PLEASE COMPLETE THE FOLLOWING:

Filed by: _____

Amount owed on Petition Date (February 4, 2002): \$ _____

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in a class depending upon which estate you hold a claim and the nature of that claim, as set forth below. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.

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Return this Ballot to:

Nancy S. Jochens
Blackwell Sanders Peper Martin LLP
2300 Main Street, Suite 1000
P.O. Box 419777
Kansas City, Missouri 64141-6777
Attorneys for Debtors

**VOTING INSTRUCTIONS FOR COMPLETING
THE BALLOT FOR HOLDERS OF
CLASS 1B GENERAL UNSECURED
CLAIMS AGAINST HUNTCO STEEL INC.
AND CLASS 3B GENERAL UNSECURED
CLAIMS AGAINST HUNTCO INC.**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Disclosure Statement and Plan filed by the Debtors and the Official Unsecured Creditors' Committee dated February 11, 2004 (the "Plan"). All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**
2. The Plan will be accepted by Class 1B if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 1B voting on the Plan. In the event that Class 1B rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the holders of Claims in Class 1B and all other Classes of Claims or Equity Interests rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on, reject or are deemed to reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.
3. The Plan will be accepted by Class 3B if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 3B voting on the Plan. In the event that Class 3B rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the holders of Claims in Class 3B and all other Classes of Claims or Equity Interests rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on, reject or are deemed to reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.
4. **To have your vote counted, you must complete, sign and return this Ballot so that it is received by as set forth below not later than 5:00 p.m., Central Time, on March 11, 2004, unless such time is extended in the sole discretion of the Debtors (the "Voting Deadline").** Ballots must be delivered either by mail, hand delivery or overnight courier to the Balloting Agent at the following address:

Nancy S. Jochens
Blackwell Sanders Peper Martin LLP
2300 Main Street, Suite 1000
Kansas City, MO 64108
Attn: Huntco Plan

Ballots will not be accepted by telecopy or facsimile transmission.

5. To properly complete the Ballot, you must follow the procedures described below:
- a. cast one vote to accept or reject the Plan by checking the appropriate box to accept or reject in your Class;
 - b. if you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - c. please use additional sheets of paper if additional space is required to respond to any item on the Ballot (clearly marked to indicate the applicable item of the Ballot);
 - d. return your Ballot using the enclosed pre-addressed return envelope;
 - e. sign and date your Ballot;
 - f. if you submit more than one Ballot voting the same Claim prior to the Voting Deadline, the last timely filed Ballot shall be counted;
 - g. if you believe that you have received the wrong Ballot, please contact the Debtors' counsel immediately; and
 - h. provide your name and mailing address.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT NANCY S. JOCHENS OF BLACKWELL SANDERS PEPPER MARTIN, LLP AT 816-983-8000.