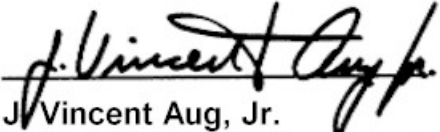


This document has been electronically entered in the records of the United States Bankruptcy Court for the Southern District of Ohio.

IT IS SO ORDERED.

Dated: May 27, 2009


J. Vincent Aug, Jr.
United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION

In re:)	Chapter 11
)	
SENCORP , <u>et al.</u>)	Case No. 09-12869 (JVA)
)	
Debtors.)	Jointly Administered
)	

**FINAL ORDER PURSUANT TO 11 U.S.C. §§ 105(A) AND 366
(I) PROHIBITING UTILITIES FROM DISCONTINUING, ALTERING,
OR REFUSING SERVICE, (II) ESTABLISHING PROCEDURES FOR
DETERMINING ADEQUATE ASSURANCES OF PAYMENT, AND
(III) ESTABLISHING PROCEDURES FOR THE UTILITIES TO OPT OUT
OF THE DEBTORS' PROPOSED ADEQUATE ASSURANCE PROCEDURES**

Upon consideration of the motion (the "Motion")¹ of the Debtors² for entry of an order authorizing (i) prohibiting utilities from altering, refusing, or discontinuing service to, or

¹ Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion.
² The Debtors in these Chapter 11 cases are: SENCORP, Senco Products, Inc., Senco Export, Inc., SenSource Global Sourcing, LLC, TyRex, LLC, Global Fastening Solutions, LLC, Agrifast, LLC, Nexicor, LLC, Omnifast, LLC, S C FINANCIAL, INC., Senco International, Inc., Sentron Medical, Inc., and Gregg Laboratories, Inc.

discriminating against, the Debtors, (ii) establishing procedures for determining adequate assurance of payment, and (iii) establishing procedures for utilities to opt out of the Debtors' proposed procedures for adequate assurance; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Motion and opportunity for objection having been given, with no objections or requests for hearing having been filed, or all objections having been overruled, as the case may be; and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefore, it is hereby:

1. ORDERED that the Motion is GRANTED in its entirety; and it is further
2. ORDERED that absent compliance with the procedures set forth in the Motion, the Utility Providers are: (i) forbidden to discontinue, alter or refuse service on account of any unpaid prepetition charges and (ii) deemed to have received adequate assurance of payment in compliance with Section 366 of the Bankruptcy Code; and it is further
3. ORDERED that any Utility Provider who has accepted an Adequate Assurance Deposit and did not make an Additional Assurance Request at least five (5) business days prior to the Final Hearing Date, is hereby deemed to have stipulated that the Adequate Assurance Deposit constitutes adequate assurance of future payment to such Utility Provider, and such Utility Provider is further deemed to have waived any right to seek additional adequate assurance during the course of these chapter 11 cases; and it is further
4. ORDERED that any Utility Provider who accepted an Adequate Assurance Deposit shall be required to return the Adequate Assurance Deposit to the Debtors within the

earlier of fifteen (15) days of the effective date of any confirmed plan of reorganization or liquidation or the closing of a sale of substantially all of the Debtors assets pursuant to Section 363 of the Bankruptcy Code; and it is further

5. ORDERED that the procedures for determining additional adequate assurances, as provided in the Motion, are hereby approved; and it is further

6. ORDERED that any Utility Company who failed to timely file its Adequate Assurance Request, is hereby: (i) forbidden to discontinue, alter, or refuse service on account of any unpaid prepetition charges, or require additional adequate assurance of payment other than the Proposed Adequate Assurance described in the Motion; and (ii) deemed to have received adequate assurance of payment in compliance with Section 366 of the Bankruptcy Code; and it is further

7. ORDERED that in the event that the Debtors receive any Additional Assurance Request in compliance with the procedures in the Motion, the Debtors shall have the greater of (a) fourteen (14) days from the receipt of any such Additional Assurance Request or (b) thirty (30) days from the Commencement Date (collectively, the “**Resolution Period**”) to negotiate with the Utility Provider to endeavor to resolve that Utility Provider’s request for additional assurance of payment. During this period, Utility Providers may not terminate any of the services they provide to the Debtors on account of the bankruptcy filing or any unpaid charges for prepetition services; and it is further

8. ORDERED that the Debtors may resolve any Additional Assurance Request by mutual agreement with the Utility Provider and without further order of this Court. In connection with any such agreement, as necessary, the Debtors may provide a Utility Provider with additional adequate assurance of future payment including, but not limited to, cash deposits,

prepayments, and/or other forms of security, without further order of this Court, if the Debtors believe such additional assurance is reasonable; and it is further

9. ORDERED that if the Debtors determine that the Additional Assurance Request is not reasonable and are not able to reach an alternative resolution with the Utility Provider during the Resolution Period, the Debtors, during or immediately after the Resolution Period, will request a hearing before this Court to determine the adequacy of assurances of payment with respect to a particular Utility Provider (the “**Determination Hearing**”) pursuant to Section 366(c)(3) of the Bankruptcy Code; and it is further

10. ORDERED that pending resolution of any such Determination Hearing, such particular Utility Provider shall be restrained from discontinuing, altering, or refusing service to the Debtors on account of unpaid charges for prepetition services or the Debtors’ bankruptcy filing; and it is further

11. ORDERED that a Utility Provider shall be deemed to have adequate assurance of payment unless and until: (i) the Debtors agree, to an Additional Assurance Request or agree to an alternative assurance of payment with the Utility Provider during the Resolution Period or (ii) this Court enters an order requiring that additional adequate assurance of payment be provided to such Utility Provider; and it is further

12. ORDERED that any Utility Provider who failed to timely file a Procedure Objection is deemed to consent to the Adequate Assurance Procedures and shall be bound by the Adequate Assurance Procedures. The sole recourse of all Utility Providers that do not timely file a Procedure Objection shall be to submit an Additional Assurance Request pursuant to the Adequate Assurance Procedures, and such Utility Providers shall be enjoined from ceasing

performance pending any Determination Hearing that may be conducted pursuant to the Adequate Assurance Procedures; and it is further

13. ORDERED that the Debtors are authorized, in their discretion, to amend the List of Utilities set forth on Exhibit A to the Motion to add or delete any Utility Provider, and this Order shall apply as of the Petition Date to any such Utility Provider that is subsequently added to the Utility Service List; provided that, with respect to any Additional Utility Provider, the thirty (30) day Resolution Period described in paragraph 7 of this Order shall commence as of the Debtors' service of this Order on such Additional Utility Provider. Any request for adequate assurance, or opt-out request, by such Additional Utility Provider must otherwise comply with the requirements set forth in the Motion and this Order or shall be deemed an invalid adequate assurance and opt-out request; and it is further

14. ORDERED that any payment or transfer made or service rendered by the Debtors pursuant to this Order is not, and shall not be deemed, an admission as to the validity of the underlying obligation, a waiver of any rights the Debtors may have to dispute such obligation or waiver of any other rights or remedies of the Debtors, or an approval or assumption of any agreement, contract, or lease under Section 365 of the Bankruptcy Code; and it is further

15. ORDERED that this Final Order and the terms, conditions and procedures set forth herein shall not be deemed to apply to Duke Energy Ohio, Inc.

16. ORDERED that the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

17. ORDERED that, notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, and 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

18. ORDERED that, notwithstanding anything to the contrary contained herein, (a) any payment to be made, or authorization contained hereunder, shall be subject to the requirements imposed on the Debtors under the Debtors' postpetition financing facility (the "**DIP Facility**"), or budget in connection therewith, or any order regarding the use of cash collateral, and (b) to the extent that any payment to be made pursuant to this Order is treated as an administrative expense of the Debtors' chapter 11 estates, such claim shall be subject and subordinate to the priorities, liens, claims and security interests, if any, of the lenders under the DIP Facility and it is further

19. ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

SO ORDERED.

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