

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

In re	)	Chapter 11
	)	
SENCORP, <u>et al.</u> , <sup>1</sup>	)	Case No. 09-12869 (JVA)
	)	(Joint Administration Requested)
	)	
	)	Honorable J. Vincent Aug, Jr.
Debtors.	)	
	)	

**APPLICATION TO RETAIN, EMPLOY AND COMPENSATE  
FROST BROWN TODD LLC AS CO-COUNSEL FOR THE DEBTORS**

The above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), hereby apply to this Court (the “**Application**”): (a) for entry of an interim order (the “**Interim Order**”), in substantially the form attached hereto as Exhibit A, pursuant to sections 327, 328, 329, 330, 503(b), 504 and 507(a)(1) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) authorizing the retention, employment and compensation of FROST BROWN TODD LLC as bankruptcy co-counsel for the Debtors on an interim basis, effective as of the Petition Date (as defined below); (b) for the scheduling of a final hearing (the “**Final Hearing**”) to consider entry of a final order (the “**Final Order**”) in substantially the form attached hereto as Exhibit B, authorizing the Debtors to employ and retain Frost Brown Todd LLC as bankruptcy co-counsel for the Debtors, effective as of the Petition Date and (c) for entry of the Final Order. In support of this Application, the Debtors respectfully state:<sup>2</sup>

---

<sup>1</sup> 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.

<sup>2</sup> The facts and circumstances supporting this Application are further set forth in the Affidavit of David T. Fyffe, Vice President-Corporate Financial Operations and Treasurer of SENCORP, in Support of First Day Motions (the “**First Day Affidavit**”), filed contemporaneously herewith.

## **JURISDICTION**

1. This Court has subject matter jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). This Court can exercise subject matter jurisdiction pursuant to 28 U.S.C. § 157(b)(1). Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 327, 328, 329, 330, 503(b), 504 and 507(a)(1) of the Bankruptcy Code and Bankruptcy Rule 2014.

## **BACKGROUND**

3. The Debtors commenced these above-captioned cases (the “**Chapter 11 Cases**”) by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code on May 8, 2009 (the “**Petition Date**”). Pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are operating their businesses and managing their affairs as debtors-in-possession. As of the date hereof, no creditors’ committee, trustee or examiner has been appointed in any of these Chapter 11 Cases.

4. The Debtors are a group of privately-held companies that collectively constitute a leading designer, manufacturer and distributor of branded pneumatic and battery powered staplers, nailers and screw systems and collated staples, nails and screws. The Debtors’ brand names are well-known in the industry for quality, reliability and service. The Debtors sell to a diversified customer base, including pro trades, industrial, consumer, international and commercial customer segments. Certain aspects of the Debtors’ businesses, including the SENCO name, have existed for over 50 years. As further evidence of the Debtors’ long-term success, most of the Debtors’ top ten customers have purchase products from the Debtors for more than 20 years.

5. Despite the Debtors' historical strength, the Debtors have not been immune to the recent widespread economic downturn. Over the past several years, the Debtors' sales volume and profitability have been negatively impacted by several economic factors, including (a) the sharp rise in the price of steel rod (the Debtors' primary raw material) to historic levels in 2008, (b) a severe decline in residential and commercial construction (the Debtors' primary customer segments) and (c) the deteriorating economic conditions leading to the current recession.

6. In response to these economic challenges, the Debtors implemented several critical initiatives in 2008 and early 2009. Among other things, the Debtors have implemented significant workforce reductions, as well as significant pay reductions for all of the Debtors' remaining employees, including senior management. The Debtors have also consolidated domestic manufacturing operations from two facilities to one, and have closed three of their six distribution centers. The Debtors have also implemented several moves designed to increase efficiency in inventory, supply and international operations.

7. Despite these efforts, it has recently become clear that the Debtors do not have sufficient liquidity to survive the current economic downturn in their current state. As a result, the Debtors engaged Mesirow Financial, Inc. ("**Mesirow**") on March 9, 2009 to serve as investment bankers for the Debtors to assist the Debtors in exploring possible sale transactions. Mesirow contacted over 100 financial and strategic parties, and after an intense, expedited marketing period the Debtors determined that the highest and best offer presently available to the Debtors was an offer from Wynnchurch Capital, Ltd. ("**Wynnchurch**") to serve as a stalking horse bidder in a sale of substantially all of the Debtors' assets under Section 363 of the Bankruptcy Code.

8. On April 10, 2009, the Debtors executed a Letter of Intent (the “**LOI**”) with Wynnchurch representing Wynnchurch’s stalking horse bid for substantially all of the Debtors’ assets. Thereafter, on May 7, 2009, the Debtors entered into a binding asset purchase agreement (the “**APA**”) with Wynnchurch and Wynnchurch’s affiliate Senco Holdings, Inc. for the purchase of substantially all of the Debtors’ assets for \$41 million in cash, plus the assumption of certain liabilities. The APA requires the Debtors, among other things, to commence these Chapter 11 Cases by May 11, 2009, obtain by May 28, 2008 an order from this Court approving bidding procedures for the sale of the Debtors’ assets, and to obtain an order from this Court by July 7, 2009 approving the sale of substantially all of the Debtors’ assets to Wynnchurch (or its affiliates) or such other successful bidder as may be selected at the auction in accordance with the bidding procedures. The Debtors are proceeding with a proposed sale process on those timelines.

9. Subject to the approval of this Court, the Debtors have obtained a proposed debtor-in-possession financing facility (the “**DIP Facility**”) from the Debtors’ prepetition secured lenders, led by Bank of America, NA, as administrative agent (the “**DIP Agent**”) and as a lender, which the Debtors believe will provide the Debtors with sufficient liquidity through the above-described sale process.

#### **RELIEF REQUESTED**

10. By this Application, the Debtors request immediate entry of the Interim Order pursuant to sections 327(a) and 329 of the Bankruptcy Code, approving the retention of Frost Brown Todd LLC as co-counsel to the Debtors with Latham & Watkins LLP (“**L&W**”), during these Chapter 11 Case, and request that this Court schedule the Final Hearing to consider entry of the Final Order. The Debtors request that Frost Brown Todd LLC be retained to perform the services described in this Application on the terms set forth herein.

## **BASIS FOR RELIEF REQUESTED**

11. Subject to this Court's approval of this Application, the Debtors have requested that Frost Brown Todd LLC serve as co-counsel for the Debtors, with L&W, in these Chapter 11 Cases and to perform the following services for the Debtors:

- (a) advising the Debtors of their powers and duties as debtors-in-possession in the continued operation of their businesses and properties;
- (b) providing assistance, advice and representation concerning a plan of reorganization, a disclosure statement relating thereto, and the solicitation of consents to and confirmation of such plan;
- (c) advising the Debtors in connection with any sale of assets;
- (d) providing assistance, advice and representation concerning any further investigation of the assets, liabilities and financial condition of the Debtors that may be required;
- (e) representing the Debtors at hearings or matters pertaining to their affairs as debtors-in-possession;
- (f) prosecuting and defending litigation matters and such other matters that might arise during and related to these Chapter 11 Cases;
- (g) providing counseling and representation with respect to the assumption or rejection of executory contracts and leases and other bankruptcy-related matters arising from these Chapter 11 Cases;
- (h) rendering advice with respect to the myriad general corporate and litigation issues as they relate to these Chapter 11 Cases, including, but not limited to, real estate, ERISA, securities, corporate finance, tax and commercial matters health services matters; and
- (i) performing such other legal services as may be necessary and appropriate for the efficient and economical administration of these Chapter 11 Cases, including handling matters where L&W is prohibited from assisting the Debtors due to the existence of a conflict of interest.

12. Frost Brown Todd LLC's primary role in these Chapter 11 Cases will involve (i) serving as local counsel and assisting L&W in matters involving local law, (ii) handling discrete matters where L&W is prohibited from assisting the Debtors due to the existence of a conflict of interest, and (iii) handling such other matters as agreed to by Frost Brown Todd LLC and L&W. The Debtors are advised that Frost Brown Todd LLC will endeavor to coordinate its

representation of the Debtors with L&W and any other counsel or professionals retained by the Debtors that are involved significantly in these Chapter 11 Cases to avoid duplication of services being provided by Frost Brown Todd LLC, L&W and any other counsel or professionals retained by the Debtors in these Chapter 11 Cases.

13. The Debtors have selected Frost Brown Todd LLC as their bankruptcy co-counsel because Frost Brown Todd LLC's attorneys have extensive experience, knowledge and resources in the area of debtors' and creditors' rights, and Frost Brown Todd LLC has the ability to commit substantial resources to legal problems on an urgent basis. Frost Brown Todd LLC has the necessary background and knowledge to deal effectively with many of the potential bankruptcy and non-bankruptcy legal issues that may arise in these Chapter 11 Cases. The Debtors believe that Frost Brown Todd LLC is both well-qualified and able to represent them in an efficient and timely manner.

14. Based upon the Affidavit of Ronald E. Gold, Esq., a member of Frost Brown Todd LLC, a copy of which is attached hereto and incorporated by reference as Exhibit C (the "**Gold Affidavit**"), the Debtors believe that Frost Brown Todd LLC's members, counsel and associates do not hold or represent any interest adverse to the Debtors, and that Frost Brown Todd LLC and each of its members, counsel and associates is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

15. Based upon the Gold Affidavit, the Debtors believe that Frost Brown Todd LLC's members, counsel and associates have no connection with the Debtors, any of the Debtors' subsidiaries or affiliates, any creditors of the Debtors, or any other party in interest in these

Chapter 11 Cases, or their respective attorneys, accountants and advisors, except as set forth in the Gold Affidavit.

16. Based upon and except as set forth in the Gold Affidavit, the Debtors believe that neither the firm of Frost Brown Todd LLC nor any member, counsel or associate involved in these Chapter 11 Cases is so connected with any bankruptcy judge of the Southern District of Ohio or the United States Trustee for the Southern District of Ohio or any assistant United States Trustee assigned to these cases, as to render the appointment of Frost Brown Todd LLC as co-counsel for the Debtors inappropriate under Bankruptcy Rule 5002(b).

17. Notwithstanding the foregoing, during the pendency of these Chapter 11 Cases, Frost Brown Todd LLC cannot represent an entity adverse to the Debtors and cannot represent the Debtors against another client in these Chapter 11 Cases unless that client waives such conflict. L&W, proposed co-counsel for the Debtors in these Chapter 11 Cases, may handle those matters where Frost Brown Todd LLC may have a conflict. Similarly, Frost Brown Todd LLC may handle those matters in these Chapter 11 Cases where L&W may have a conflict. Frost Brown Todd LLC will make every effort to ensure that it does not duplicate any work to be performed by L&W, and vice versa, in these Chapter 11 Cases.

18. It is contemplated that Frost Brown Todd LLC will seek compensation based upon its normal hourly billing rates in effect for the period in which services are performed and will seek reimbursement of necessary and reasonable out-of-pocket expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the United States Trustee Guidelines for the Southern District of Ohio, the Local Rules for the United States Bankruptcy Court for the Southern District of Ohio (the “**Local Rules**”), and all orders of this Court. A schedule of current hourly rates is attached to the Gold Affidavit as Attachment 2. The

Debtors submit that such rates are reasonable and should be approved by this Court subject to a determination of the amounts to be paid to Frost Brown Todd LLC upon application for allowance. It is further contemplated that Frost Brown Todd LLC may seek interim compensation and reimbursement of expenses during these Chapter 11 Cases as permitted by section 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any applicable administrative orders that may be entered by this Court.

19. As set forth in the Gold Affidavit, Frost Brown Todd LLC has received a general retainer from the Debtors on March 26, 2009 in the amount of \$35,000, a general retainer from the Debtors on April 30, 2009 in the amount of \$25,000 and a general retainer from the Debtors on May 7, 2009 in the amount of \$8,000 (collectively, the “**FBT Retainer**”).<sup>3</sup> The source of the FBT Retainer was cash from operating funds of the Debtors. In addition, the Debtors provided Frost Brown Todd LLC the amount of the filing fees for the chapter 11 petitions in the amount of \$13,507. As of the Petition Date, the FBT Retainer had a remaining balance of \$11,934.03.<sup>4</sup>

20. As set forth in the Gold Affidavit, aside from the FBT Retainer, within one year prior to the Petition Date, Frost Brown Todd LLC received \$280,691.49 on account of its prepetition services to the Debtors. As of the Petition Date, Frost Brown Todd LLC has no accrued or unpaid fees or expenses owing by the Debtors. To the extent that Frost Brown Todd LLC subsequently determines there are any unpaid fees or expenses relating to miscellaneous matters not in contemplation of or in connection with these Chapter 11 Cases, Frost Brown Todd LLC hereby waives any such claims. Finally, there is an undetermined amount of fees and expenses incurred by Frost Brown Todd LLC in contemplation of and in connection with the

---

<sup>3</sup> FBT also received a \$5,000 retainer from the Debtors on March 26, 2009 relating to a specific client matter (the “**Specific Retainer**”).

<sup>4</sup> This balance includes the Specific Retainer, which had a remaining balance of \$2,337.77 as of the Petition Date.

preparation of these Chapter 11 Cases for which Frost Brown Todd LLC will seek payment and reimbursement in connection with the initial fee statement and interim fee application to be filed with this Court.

21. The Debtors have filed a motion with this Court seeking interim and final authorization to obtain post-petition financing pursuant to a proposed post-petition lending facility with Bank of America, NA, as administrative agent (the “**DIP Agent**”) and as a lender (the “Post-Petition Lending Facility”). The proposed budget to the Post-Petition Lending Facility includes a “carve-out” which shall be used to pay the legal fees and expenses of Frost Brown Todd LLC as proposed co-counsel to the Debtors in these Chapter 11 Cases pursuant to the terms of the proposed interim and final financing orders and subject to approval of Frost Brown Todd LLC’s fees and expenses in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any applicable administrative orders that may be entered by this Court.

22. A statement of the compensation paid for services rendered or to be rendered in contemplation of or in connection with these Chapter 11 Cases by Frost Brown Todd LLC, and the source of such compensation, is included in the Gold Affidavit.

23. The Debtors believe that the retention of Frost Brown Todd LLC is in the best interests of the Debtors and their estates and desire to employ Frost Brown Todd LLC.

#### **NOTICE**

24. No trustee, examiner or creditors’ committee has been appointed in these Chapter 11 Cases. The Debtors have provided notice of this Motion to: (i) the Office of the United States Trustee for the Southern District of Ohio; (ii) counsel to the administrative agent for the Debtors’ prepetition lenders; (iii) counsel to the administrative agent for the Debtors’ proposed debtor-in-possession lenders; (iv) counsel to Wynnchurch; (v) the creditors listed on the Debtors’

consolidated list of thirty largest unsecured creditors, as filed with the chapter 11 petitions; (vi) all parties asserting a security interest in the assets of the Debtors to the extent reasonably known to the Debtors; and (vii) any governmental unit listed in LBR 5003-1(d). In light of the nature of the relief requested, the Debtors submit that no further notice is required or needed under the circumstances. **Please take notice that the Debtors have filed a Motion for an Expedited Hearing to consider First Day Motions and Applications, including the foregoing. The Debtors shall serve notice of the objection deadline and expedited hearing date pursuant to further order(s) of this Court.**

#### **NO PRIOR REQUEST**

25. No prior application for the relief requested herein has been made by the Debtors to this or any other court.

26. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the Debtors request the relief sought by this Application be immediately effective and enforceable upon entry of the order requested hereby.

#### **WAIVER OF MEMORANDUM OF LAW**

27. This Application includes citations to the applicable authorities and a discussion of their application to this Application. Accordingly, the Debtors respectfully submit that such citations and discussion satisfy the requirement that the Debtors submit a separate memorandum of law in support of this Application pursuant to LBR 9013-1(a).

WHEREFORE, the Debtors respectfully request that this Court (a) enter the Interim Order, substantially in the form attached hereto as Exhibit A, (i) authorizing and approving the retention and employment of the law firm of Frost Brown Todd LLC as bankruptcy co-counsel for the Debtors on an interim basis, as of the Petition Date, with compensation and

reimbursement of expenses to be paid as an administrative expense in such amounts as may be allowed by this Court pursuant to sections 330, 503(b) and 507(a)(1) of the Bankruptcy Code, and (ii) granting the Debtors such other and further relief as may be just and proper; (b) schedule the Final Hearing to consider entry of the Final Order; and (c) after consideration at the Final Hearing, enter the Final Order, substantially in the form attached hereto as Exhibit B, (i) authorizing the Debtors to employ and retain Frost Brown Todd LLC as attorneys for the Debtors on a final basis, effective as of the Petition Date and (ii) granting such other and further relief as this Court deems appropriate.

Dated: May 8, 2009  
Cincinnati, Ohio

SENCORP, ON BEHALF OF ITSELF AND  
ALL OF THE OTHER DEBTORS LISTED  
ON SCHEDULE 1 HERETO

/s/ David T. Fyffe  
David T. Fyffe  
Vice President-Corporate Financial Operations  
and Treasurer of SENCORP

**Schedule 1**

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.  
Gregg Laboratories, Inc.

**EXHIBIT A**

**Proposed Interim Order**

**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
	)	

---

**INTERIM ORDER AUTHORIZING RETENTION OF FROST BROWN TODD LLC  
AS CO-COUNSEL FOR THE DEBTORS**

THIS MATTER is before the Court on the application (the “**Application**”)<sup>1</sup> of SENCORP and certain of its affiliates (collectively, the “**Debtors**”),<sup>2</sup> as debtors and debtors-in-possession in the above-captioned Chapter 11 Cases, for entry of an order authorizing and

---

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

<sup>2</sup> 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.

approving the retention and employment of the law firm of Frost Brown Todd LLC as bankruptcy co-counsel for the Debtors, as debtors and debtors in possession in the above captioned Chapter 11 Cases, as of the Petition Date, with compensation and reimbursement of expenses to be paid as an administrative expense in such amounts as may be allowed by this Court pursuant to the Bankruptcy Code; and upon that affidavit of Ronald E. Gold, Esq., a member of the firm of Frost Brown Todd LLC, wherein it appears that Frost Brown Todd LLC does not hold or represent any interest materially adverse to the Debtors, any creditors of the Debtors, or any other party in interest with respect to the matters upon which Frost Brown Todd LLC is to be engaged and that no member, associate or counsel assigned to these cases holds or represents any interest materially adverse to the United States Trustee for this District or any assistant United States Trustee assigned to these cases and that said firm is a “disinterested person” as contemplated under section 327 of the Bankruptcy Code; and this Court having determined that such retention is in the best interests of the Debtors, their estates, creditors and equity security holders; and notice of the Application and the hearing on the Application having been given to all parties entitled to receive notice; and it appearing that no other or further notice of the Application need be given; and after due deliberation and sufficient cause appearing therefore, it is hereby:

1. ORDERED that the Application is granted and approved on an interim basis; and it is further

2. ORDERED that the Debtors are hereby authorized, pursuant to sections 327 and 328 of the Bankruptcy Code, to retain the law firm of Frost Brown Todd LLC as bankruptcy co-counsel on an interim basis, effective as of the Petition Date in these Chapter 11 Cases, upon the terms and for the purposes set forth in the Application; and it is further

3. ORDERED that Frost Brown Todd LLC shall be entitled to compensation for legal services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases, pursuant to this Interim Order while such Interim Order is and remains pending, in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the guidelines established by the Office of the United States Trustee and applicable orders of this Court, to the same extent as if such services were provided pursuant to a final order of this Court, and such compensation and reimbursement of expenses (i) shall be pursuant to applications to be submitted to and approved by this Court from time to time during the pendency of these Chapter 11 Cases and (ii) paid as an administrative expense in such amounts as may be allowed by this Court pursuant to the Bankruptcy Code; and it is further

4. ORDERED that this Interim Order shall remain in full force and effect until such time as this Court enters an order ruling on the Application on a final basis; and it is further

5. ORDERED that within five (5) business days after entry hereof, the Debtors shall serve a copy of the Application and this Interim Order upon: (a) the Office of the United States Trustee for the Southern District of Ohio, (b) counsel to the administrative agent for the Debtors' prepetition lenders; (c) counsel to the administrative agent for the Debtors' proposed debtor-in-possession lenders; (d) the creditors listed on the Debtors' consolidated list of thirty largest unsecured creditors, as filed with the Debtors' chapter 11 petitions; (e) all parties asserting a security interest in the assets of the Debtors to the extent reasonably known to the Debtors; and (f) any governmental unit listed in LBR 5003-1(d). Notice served pursuant to the preceding sentence shall be via first class mail, postage prepaid. No further notice of the final hearing to approve the Application or of the entry of this Interim Order need be served by the Debtors; and it is further

6. ORDERED that objections, if any, to the relief requested in the Application must be filed with the Clerk of the United States Bankruptcy Court for the Southern District of Ohio, together with proof of service thereof, and served so as to be **ACTUALLY RECEIVED** no later than 5:00 p.m. (prevailing Eastern time) on \_\_\_\_\_, 2009 (the “**Objection Deadline**”) by (i) Latham & Watkins LLP, Counsel for the Debtors, Sears Tower, Suite 5800, 233 S. Wacker Drive, Chicago, IL 60606, Attn: Stephen R. Tetro II; (ii) Frost Brown Todd LLC, local Counsel for the Debtors, 2200 PNC Center, 201 East Fifth Street, Cincinnati, Ohio 45202, Attn: Ronald E. Gold; (iii) Office of the United States Trustee for the Southern District of Ohio, 36 East Seventh Street, Suite 203, Cincinnati, Ohio 45202, Attn: Monica Kindt; (iv) Katten Muchin Rosenman LLP, Counsel for the administrative agent for the Debtors’ prepetition Lenders and proposed debtor-in-possession Lenders, 525 West Monroe Street, Chicago, IL 60661, Attn: John Sieger and Peter Siddiqui; and (v) those parties who have filed a notice of appearance and request for service of pleadings in these Chapter 11 Cases; and it is further.

7. ORDERED that, in the event an objection is timely served and filed in accordance with this Interim Order, there shall be a hearing held before the Honorable J. Vincent Aug, Jr., United States Bankruptcy Judge, in courtroom \_\_\_ of the United States Bankruptcy Court, 221 E. Fourth Street, Atrium Two, Suite 800, Cincinnati, Ohio 45202, on \_\_\_\_\_, 2009 at \_:\_ .m. (prevailing Eastern time) to consider such objection and, pending entry of an order following the conclusion of said hearing, the relief granted herein shall remain in effect on an interim basis; and it is further

8. ORDERED that, in the absence of any objection(s) to the retention of Frost Brown Todd LLC, as provided for above, the Debtors shall submit an order granting on a final basis the relief requested in the Application, and such order may be entered without further

notice or hearing, effective *nunc pro tunc* to the date on which the Debtors commenced these Chapter 11 Cases; and it is further

9. ORDERED that the requirement set forth in LBR 9013-(a) that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived; and it is further

10. ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Interim Order; and it is further

11. ORDERED that the Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Interim Order; and it is further

12. ORDERED that notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry.

**SO ORDERED.**

###

**EXHIBIT B**

**Proposed Final Order**

**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
	)	

---

**ORDER AUTHORIZING RETENTION OF FROST BROWN TODD LLC  
AS CO-COUNSEL FOR THE DEBTORS**

THIS MATTER is before the Court on the application (the “**Application**”)<sup>1</sup> of SENCORP and certain of its affiliates (collectively, the “Debtors”),<sup>2</sup> as debtors and debtors-in-possession in the above-captioned Chapter 11 Cases, for entry of an order authorizing and

---

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

<sup>2</sup> 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.

approving the retention and employment of the law firm of Frost Brown Todd LLC as bankruptcy co-counsel for the Debtors, as debtors and debtors in possession in the above captioned Chapter 11 Cases, as of the Petition Date, with compensation and reimbursement of expenses to be paid as an administrative expense in such amounts as may be allowed by this Court pursuant to the Bankruptcy Code; and upon that affidavit of Ronald E. Gold, Esq., a member of the firm of Frost Brown Todd LLC, wherein it appears that Frost Brown Todd LLC does not hold or represent any interest materially adverse to the Debtors, any creditors of the Debtors, or any other party in interest with respect to the matters upon which Frost Brown Todd LLC is to be engaged and that no member, associate or counsel assigned to these cases holds or represents any interest materially adverse to the United States Trustee for this District or any assistant United States Trustee assigned to these cases and that said firm is a “disinterested person” as contemplated under section 327 of the Bankruptcy Code; and this Court having determined that such retention is in the best interests of the Debtors, their estates, creditors and equity security holders; and notice of the Application and the hearing on the Application having been given to all parties entitled to receive notice; and it appearing that no other or further notice of the Application need be given; and this Court having entered the Interim Order on \_\_\_\_\_, 2009; and after due deliberation and sufficient cause appearing therefore, it is hereby:

1. ORDERED that the Application is granted in its entirety on a final basis; and it is further

2. ORDERED that the Debtors are hereby authorized, pursuant to sections 327 and 328 of the Bankruptcy Code, to retain the law firm of Frost Brown Todd LLC as bankruptcy co-counsel, effective as of the Petition Date in these Chapter 11 Cases, upon the terms and for the

purposes set forth in the Application; and it is further

3. ORDERED that Frost Brown Todd LLC shall be entitled to compensation for legal services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases, in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the guidelines established by the Office of the United States Trustee and applicable orders of this Court, and such compensation and reimbursement of expenses (i) shall be pursuant to applications to be submitted to and approved by this Court from time to time during the pendency of these Chapter 11 Cases and (ii) paid as an administrative expense in such amounts as may be allowed by this Court pursuant to the Bankruptcy Code; and it is further

4. ORDERED that the requirement set forth in LBR 9013-(a) that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived; and it is further

5. ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order; and it is further

6. ORDERED that the Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order; and it is further

7. ORDERED that notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

**SO ORDERED.**

###

**EXHIBIT C**

**Gold Affidavit**

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

In re	)	Chapter 11
	)	
SENCORP, <u>et al.</u> , <sup>1</sup>	)	Case No. 09-12869 (JVA)
	)	(Joint Administration Requested)
	)	
Debtors.	)	Honorable J. Vincent Aug, Jr.
	)	

**ATTORNEY’S AFFIDAVIT IN SUPPORT OF APPLICATION TO  
RETAIN, EMPLOY AND COMPENSATE FROST BROWN TODD LLC  
AS CO-COUNSEL FOR THE DEBTORS**

COUNTY OF HAMILTON	)	
	)	ss.
STATE OF OHIO	)	

RONALD E. GOLD, being duly sworn, deposes and says:

1. I am an attorney admitted to practice in the State of Ohio and the United States District Court for the Southern District of Ohio, and I am a member of the law firm of Frost Brown Todd LLC. I maintain an office at 2200 PNC Center, 201 East Fifth Street, Cincinnati, Ohio 45202. Frost Brown Todd LLC is a multi-state law firm with offices located in Cincinnati, Columbus and West Chester, Ohio, Florence, Lexington and Louisville, Kentucky, Nashville, Tennessee, Indianapolis, Ft. Wayne and New Albany, Indiana and Charleston, West Virginia. I submit this Affidavit in support of the Application to Retain, Employ and Compensate Frost Brown Todd LLC as Co-Counsel for the Debtors, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (these “**Chapter 11 Cases**”), pursuant to section 327(a) of title

---

<sup>1</sup> 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,

11 of the United States Code (the “**Bankruptcy Code**”) and in compliance with sections 329 and 504 of the Bankruptcy Code, Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and the Local Bankruptcy Rules for the Southern District of Ohio (the “**Local Rules**”). Except as otherwise indicated, I have personal knowledge of the matters set forth herein, and, if called as a witness, would testify competently thereto.<sup>2</sup>

### **Qualifications**

2. Frost Brown Todd LLC is both well qualified and uniquely able to represent the Debtors effectively and efficiently in these Chapter 11 Cases. The resources, capabilities and experience of Frost Brown Todd LLC in advising the Debtors are crucial to the Debtors’ interests in these Chapter 11 Cases. Frost Brown Todd LLC possesses extensive expertise in bankruptcy and restructuring matters, having been actively involved in major chapter 11 cases, including the following: *In re SAI Holdings Limited, et al.* (N.D. Ohio), *In re Blackhawk Automotive Plastics, Inc. et al.* (N.D. Ohio), *In re RMA Management Services, Inc. et al.* (N.D. Ohio), *In re Petro Acquisitions, Inc. et al.* (S.D. Ohio), *In re Claddagh Development Group, LLC, et al* (S.D. Ohio), *In re EaglePicher Holdings, Inc.* (S.D. Ohio), *In re Esurk Hardware Liquidating Company f/k/a The Kruse Company* (S.D. Ohio), *In re Smith Road Furniture, Inc. f/k/a Bell Furniture Industries, Inc.* (S.D. Ohio), *In re Federated Department Stores, Inc. and Allied Stores Corporation* (S.D. Ohio), *In re Cincinnati Microwave, Inc.* (S.D. Ohio), *In re Horizon Natural Resources Company, et al.* (E.D. Ky.), *In re Jillian’s Entertainment Holdings, Inc., et al.* (W.D. Ky.), *In re Lightyear Communications, Inc., et al.* (W.D. Ky.), and *In re Buehler Foods, Inc. et al.* (S.D. Ind.).

---

Omnifast, LLC, S C FINANCIAL, INC., Senco International, Inc., Sentron Medical, Inc., and Gregg Laboratories, Inc.

<sup>2</sup> Certain of the disclosures herein relate to matters within the knowledge of other attorneys at Frost Brown Todd LLC and are based on information provided to me by them.

3. Frost Brown Todd LLC has the necessary background and resources to deal effectively with the full range of potential legal issues and problems that may arise in the context of these Chapter 11 Cases. As a member in Frost Brown Todd LLC's Financial Restructuring Group, I will coordinate the representation of the Debtors in these Chapter 11 Cases for Frost Brown Todd LLC.

#### **Services to be Rendered**

4. Subject to this Court's approval of the Application, Frost Brown Todd LLC is willing to serve as co-counsel for the Debtors, with Latham & Watkins LLP ("**L&W**"), in these Chapter 11 Cases and to perform the following services for the Debtors:

- (a) advising the Debtors of their powers and duties as debtors-in-possession in the continued operation of their businesses and properties;
- (b) providing assistance, advice and representation concerning a plan of reorganization, a disclosure statement relating thereto, and the solicitation of consents to and confirmation of such plan;
- (c) advising the Debtors in connection with any sale of assets;
- (d) providing assistance, advice and representation concerning any further investigation of the assets, liabilities and financial condition of the Debtors that may be required;
- (e) representing the Debtors at hearings or matters pertaining to their affairs as debtors-in-possession;
- (f) prosecuting and defending litigation matters and such other matters that might arise during and related to these Chapter 11 Cases;
- (g) providing counseling and representation with respect to the assumption or rejection of executory contracts and leases and other bankruptcy-related matters arising from these Chapter 11 Cases;
- (h) rendering advice with respect to the myriad general corporate and litigation issues as they relate to these Chapter 11 Cases, including, but not limited to, real estate, ERISA, securities, corporate finance, tax and commercial matters health services matters; and

- (i) performing such other legal services as may be necessary and appropriate for the efficient and economical administration of these Chapter 11 Cases, including handling matters where L&W is prohibited from assisting the Debtors due to the existence of a conflict of interest.

5. Frost Brown Todd LLC's primary role in these Chapter 11 Cases will involve (i) serving as local counsel and assisting L&W in matters involving local law, (ii) handling discrete matters where L&W is prohibited from assisting the Debtors due to the existence of a conflict of interest, and (iii) handling such other matters as agreed to by Frost Brown Todd LLC and L&W. Frost Brown Todd LLC will endeavor to coordinate its representation of the Debtors with L&W and any other counsel or professionals retained by the Debtors that are involved significantly in these Chapter 11 Cases to avoid duplication of services being provided by Frost Brown Todd LLC, L&W and any other counsel or professionals retained by the Debtors in these Chapter 11 Cases.

#### **Disinterestedness**

6. To the best of my knowledge, information and belief, based on and other than as set forth herein, Frost Brown Todd LLC does not hold or represent an interest adverse to the Debtors or their estates, and Frost Brown Todd LLC and each of its members, counsel and associates is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, with respect to the matters for which it is to be retained. To the best of my knowledge, information and belief, based on and other than as set forth herein, the members, counsel and associates (with the exceptions noted below) of Frost Brown Todd LLC do not have any connection with the Debtors, any of the Debtors' subsidiaries or affiliates, any creditors of the Debtors, the Debtors' estates, any United States Bankruptcy Judge for the Southern District of Ohio, the United States Trustee or any person employed in the office of the United States Trustee

for Region 9, or any other party in interest in these Chapter 11 Cases, or their respective attorneys, accountants and advisors.

7. To the best of my knowledge, information and belief, the following represents Frost Brown Todd LLC's connections with the Debtors, their subsidiaries or affiliates: David C. Phillips, a member of Debtor SENCORP's Board of Directors, is the father of Scott Phillips, a member in Frost Brown Todd LLC's West Chester office.

8. To the best of my knowledge, information and belief, the following represents Frost Brown Todd LLC's connections with the bankruptcy judges in the Southern District of Ohio: Cincinnati member Michael J. O'Grady formerly served as a law clerk to Judge Burton Perlman of the United States Bankruptcy Court for the Southern District of Ohio from August 1995 to August 1997; and William T. Bodoh, retired Chief Judge for the United States Bankruptcy Court for the Northern District of Ohio, is of counsel in the Columbus office of Frost Brown Todd LLC. William Bodoh joined Frost Brown Todd LLC in January, 2004, and formerly served as a member of the Bankruptcy Appellate Panel of the Sixth Circuit with Judge J. Vincent Aug, Jr.

9. To the best of my knowledge, information and belief, the following represents Frost Brown Todd LLC's connections with the office of the United States Trustee for Region 9: Frost Brown Todd LLC represents the debtors and Richard D. Nelson, in his capacity as the chapter 11 trustee for the debtors in the *Petro Acquisitions, Inc. et al.* and related chapter 11 proceedings currently pending before Judge Burton Perlman (Bankr. S.D. Ohio). Richard D. Nelson is a Chapter 7 Panel Trustee for Region 9. Mr. Nelson is a member of the law firm Cohen, Todd, Kite & Stanford, LLC ("CTKS"). Monica V. Kindt, Assistant United States Trustee in Region 9, Cincinnati Office, was formerly affiliated with CTKS, including during

such time when Frost Brown Todd LLC represented Mr. Nelson, in his capacity as the chapter 11 trustee for the debtors in the *Petro Acquisitions, Inc. et al.* and related chapter 11 proceedings.

10. Frost Brown Todd LLC has conducted, and continues to conduct, extensive research into its relations with the Debtors, their creditors, their equity security holders, attorneys, accountants and advisors of the foregoing, and other parties interested in these Chapter 11 Cases. As part of this inquiry, Frost Brown Todd LLC obtained from Debtors' senior management and others the names of individuals or entities that are or may be parties in interest in these Chapter 11 Cases (the "**Potential Parties in Interest**"). The following is a list of the categories of the Potential Parties in Interest provided to date by the Debtors:

- a. Debtors and Non-Debtor Affiliates;
- b. Secured Lenders;
- c. Counsel to Secured Lenders;
- d. All known Secured Parties;
- e. Litigation Parties;
- f. Equity Holders;
- g. Restructuring Professionals of Debtor and Affiliates;
- h. Capital Lease Parties;
- i. Current and Former Officers, Directors and LLC Managers (for the past three years and consolidated for all entities);
- j. Consolidated list of Debtors' Top 30 Unsecured Creditors;
- k. Top 30 Customers;
- l. Major Suppliers and Vendors;
- m. Counterparties to Major Executory Contracts;
- n. Counterparties to Major Real Property and Personal Property Leases;
- o. Issuers of Notes to the Debtors;
- p. Promissory Notes;
- q. Performance Bonds;
- r. Parties to Joint Ventures;
- s. United States Bankruptcy Judges in the Southern District of Ohio;
- t. Courtroom Deputies for the United States Bankruptcy Judges in the Southern District of Ohio;
- u. Law Clerks for the United States Bankruptcy Judges in the Southern District of Ohio;
- v. United States Trustee for the Southern District of Ohio (and Key Staff Members); and
- w. Clerk of Court and Deputy for the Southern District of Ohio.

11. Frost Brown Todd LLC entered the Potential Parties in Interest into its firm's computer database containing the names of all clients and conflict information concerning such clients of Frost Brown Todd LLC. This inquiry revealed that certain of the Potential Parties in Interest are current or former Frost Brown Todd LLC clients (the list of such clients is referred to herein as the "**Client Match List**"). The Client Match List is attached hereto and incorporated herein as Attachment 1. This search was as complete as possible under the circumstances, but Frost Brown Todd LLC recognizes that additional parties in interest may surface during the course of these Chapter 11 Cases. As parties become known or make appearances in these cases, Frost Brown Todd LLC will supplement its disclosures as necessary or appropriate.

12. To the best of my knowledge as of the date of this Affidavit, Frost Brown Todd LLC does not represent the entities listed on the Client Match List in any matters adverse or related to the interests of the Debtors or their estates in these Chapter 11 Cases. Frost Brown Todd LLC's representations of the clients identified on the Client Match List consist of representations in transactional or litigation matters not related in any way to the Debtors or these Chapter 11 Cases, with the exception of Frost Brown Todd LLC's representation of certain of the Debtors' affiliates, as set forth herein.

13. Clients of Frost Brown Todd LLC who are included in the Client Match List, and for whom work was done in calendar year 2008, which work constituted less than 1% of Frost Brown Todd LLC's revenues for such period are: (i) Senco Products, Inc.; (ii) Bank of America; (iii) LaSalle Bank National Association; (iv) National City Corporation; (v) Wells Fargo & Company; (vi) Katten Muchin Rosenman LLP; (vii) Microsoft; (viii) CHUBB Insurance Company; (ix) Travelers Property Casualty; (x) Cincinnati United Contractors, Inc.; and (xi) AFCO Credit Corporation. Clients of Frost Brown Todd LLC who are included in the Client

Match List, and for whom work was done in calendar year 2008, which work constituted more than 1% but less than 5% of Frost Brown Todd LLC's revenues for such period are: (i) Duke Energy; and (ii) Cincinnati Bell Telephone Company, LLC. As set forth in the separate affidavit attached hereto as Attachment 3, pursuant to Local Bankruptcy Rule 2014-1(c)(1), during the one year between April 2008 through March 2009, Frost Brown Todd LLC received gross revenues from Duke Energy, a potential creditor of the Debtors, in an amount equal to approximately 1.0746% of Frost Brown Todd LLC's gross revenues for such period.

14. Clients of Frost Brown Todd LLC who are included in the Client Match List, and for whom work was done year-to-date through March 31, 2009, which work constituted less than 1% of Frost Brown Todd LLC's revenues for such period are: (i) Senco Products, Inc.; (ii) Bank of America; (iii) LaSalle Bank National Association; (iv) National City Corporation; (v) Duke Energy; (vi) Microsoft; (vii) Home Depot; (viii) Champion Home Builders; (ix) CHUBB Insurance Company; (x) Travelers Insurance; (xi) Travelers Property Casualty; (xii) Cincinnati Bell Telephone Company, LLC; (xiii) Cincinnati United Contractors, Inc.; and (xiv) Western Surety Company. None of the work done for these clients year-to-date through March 31, 2009, constituted more than 1% of Frost Brown Todd LLC's revenues for such period.

15. Frost Brown Todd LLC has in the past represented and currently represents Bank of America (administrative agent for and a lender in the Debtors' prepetition secured credit facility and the Debtors' proposed postpetition secured credit facility) or affiliates thereof (collectively, "**BofA**") on several matters unrelated to the Debtors or these Chapter 11 Cases. Both the Debtors and BofA have consented to Frost Brown Todd LLC's representation of the Debtors and have signed written agreements waiving the conflict of interest in connection with

Frost Brown Todd LLC's representation of the Debtors and Frost Brown Todd LLC's representation of BofA with respect to unrelated matters, subject to the following conditions:

(a) Frost Brown Todd LLC will not represent the Debtors in any action or proceeding or in connection with any claim or defense by the Debtors contesting the validity or priority of any of the Bank's claims relating to any loans or other financial accommodations to the Debtors by BofA, as a lender and agent for a syndicated group of lenders (the "**Transaction**") or in connection with any insolvency matters, including these Chapter 11 Cases (the "**Insolvency Matters**") or any action or claim involving BofA contesting the discharge of any of its claims in the Transaction or Insolvency Matters; and,

(b) BofA's consent and waiver does not extend to the representation by Frost Brown Todd LLC of the Debtors in any litigation, arbitration or other adversarial proceeding or claim that might arise between BofA (or any subsidiary or affiliate of BofA) and the Debtors in connection with the Transaction, or otherwise, except the Insolvency Matters.

16. BofA is represented by Katten Muchin Rosenman LLP in these Chapter 11 Cases. Frost Brown Todd LLC currently serves as local counsel for Katten Muchin Rosenman LLP on matters unrelated to these Chapter 11 Cases.

17. Since all other representations disclosed herein are unrelated to the Debtors and to these Chapter 11 Cases, none of such representations constitute a conflict with Frost Brown Todd LLC's representation of the Debtors or will likely create a conflict in the future. These matters are subject to the same restrictions Frost Brown Todd LLC places on all such representations. Without obtaining waivers or consents where necessary or appropriate, Frost

Brown Todd LLC will not represent the Debtors in an adversary proceeding or contested matter against any current client. In addition, Frost Brown Todd LLC will represent no client on any matter involving the Debtors or these Chapter 11 Cases while retained as the Debtors' counsel in these Chapter 11 Cases.

18. Notwithstanding the foregoing, during the pendency of these Chapter 11 Cases, Frost Brown Todd LLC cannot represent an entity adverse to the Debtors and cannot represent the Debtors against another client in these Chapter 11 Cases unless that client waives such conflict. L&W, proposed co-counsel for the Debtors in these Chapter 11 Cases, may handle those matters where Frost Brown Todd LLC may have a conflict. Similarly, Frost Brown Todd LLC may handle those matters in these Chapter 11 Cases where L&W may have a conflict. Frost Brown Todd LLC will make every effort to ensure that it does not duplicate any work to be performed by L&W, and vice versa, in these Chapter 11 Cases.

19. To the best of my knowledge, neither Frost Brown Todd LLC nor any attorney at Frost Brown Todd LLC is or was, within two years before the Petition Date, a director, officer or employee of the Debtors.

20. To the best of my knowledge, Frost Brown Todd LLC does not have an interest materially adverse to the interests of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with or interest in the Debtors, or for any other reason.

21. Because these Chapter 11 Cases are significant in terms of size, complexity and the number of parties involved, in addition to the exigent circumstances surrounding the filing of these Chapter 11 Cases, a substantial effort has been and will continue to be made to identify all of Frost Brown Todd LLC's connections with the Potential Parties in Interest. Frost Brown

Todd LLC will maintain an ongoing inquiry regarding the Potential Parties in Interest and, if appropriate, will file promptly with this Court any appropriate supplemental disclosure that becomes necessary.

22. In view of the foregoing, Frost Brown Todd LLC is a “disinterested person” within the meaning of 11 U.S.C. § 101(14).

### **Compensation**

23. Frost Brown Todd LLC has received a general retainer from the Debtors on March 26, 2009 in the amount of \$35,000, a general retainer from the Debtors on April 30, 2009 in the amount of \$25,000 and a general retainer from the Debtors on May 7, 2009 in the amount of \$8,000 (collectively, the “**FBT Retainer**”).<sup>3</sup> The source of the FBT Retainer was cash from operating funds of the Debtors. In addition, the Debtors provided Frost Brown Todd LLC the amount of the filing fees for the chapter 11 petitions in the amount of \$13,507. As of the Petition Date, the FBT Retainer had a remaining balance of \$11,934.03.<sup>4</sup> Aside from the FBT Retainer, within one year prior to the Petition Date, Frost Brown Todd LLC received \$280,691.49 on account of its prepetition services to the Debtors.

24. As of the Petition Date, Frost Brown Todd LLC has no accrued or unpaid fees or expenses owing by the Debtors. To the extent that Frost Brown Todd LLC subsequently determines there are any unpaid fees or expenses relating to miscellaneous matters not in contemplation of or in connection with these Chapter 11 Cases, Frost Brown Todd LLC hereby waives any such claims. Finally, there is an undetermined amount of fees and expenses incurred by Frost Brown Todd LLC in contemplation of and in connection with the preparation of these

---

<sup>3</sup> FBT also received a \$5,000 retainer from the Debtors on March 26, 2009 relating to a specific client matter (the “**Specific Retainer**”).

<sup>4</sup> This balance includes the Specific Retainer, which had a remaining balance of \$2,337.77 as of the Petition Date.

Chapter 11 Cases for which Frost Brown Todd LLC will seek payment and reimbursement in connection with the initial fee statement and interim fee application to be filed with this Court.

25. The Debtors have filed a motion with this Court seeking interim and final authorization to obtain post-petition financing pursuant to a proposed post-petition lending facility with Bank of America, NA, as administrative agent (the “**DIP Agent**”) and as a lender, (the “**Post-Petition Lending Facility**”). The proposed budget to the Post-Petition Lending Facility includes a “carve-out” which shall be used to pay the legal fees and expenses of Frost Brown Todd LLC as proposed co-counsel to the Debtors in these Chapter 11 Cases pursuant to the terms of the proposed interim and final financing orders and subject to approval of Frost Brown Todd LLC’s fees and expenses in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any applicable administrative orders that may be entered by this Court.

26. In accordance with Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rule 2016, neither I nor Frost Brown Todd LLC has entered into any agreements, express or implied, with any other party in interest, including the Debtors, any creditor, or any attorney for such party in interest in these cases (i) for the purpose of sharing or fixing fees or other compensation to be paid to any such party in interest or its attorneys for services rendered in connection therewith, (ii) for payment of such compensation from the assets of the estates in excess of the compensation allowed by this Court pursuant to the applicable provisions of the Bankruptcy Code, or (iii) for payment of compensation in connection with these cases other than in accordance with the applicable provisions of the Bankruptcy Code.

27. Frost Brown Todd LLC intends to seek compensation based upon its normal hourly billing rates in effect for the period in which services are performed and will seek

reimbursement if necessary and reasonable out-of-pocket expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the fees and expenses guidelines promulgated by the U.S. Trustee's office, and all orders of this Court. A schedule of current hourly rates is attached hereto as Attachment 2. Frost Brown Todd LLC further intends to seek interim compensation and reimbursement of expenses during these cases as permitted by section 331 of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

28. The foregoing constitutes the statement of Frost Brown Todd LLC pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rule 2016(b).

29. Neither I, Frost Brown Todd LLC nor any member, counsel or associate thereof, insofar as I have been able to ascertain, represent any interest adverse to the Debtors or their estates in the matters upon which Frost Brown Todd LLC is to be employed. Based upon information available to me, I believe Frost Brown Todd LLC is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and further that Frost Brown Todd LLC holds no interest adverse to the Debtors and their estates as to the matters with respect to which it is to be employed. The proposed employment is not prohibited by, or improper under, Bankruptcy Rule 5002.

  
RONALD E. GOLD

STATE OF OHIO

§

COUNTY OF HAMILTON

§

§

Before me, the undersigned authority, personally appeared Ronald E. Gold, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, on this the 8<sup>th</sup> day of May, 2009.

  
NOTARY PUBLIC IN AND FOR THE  
STATE OF OHIO

**CHERYL D. SHALLENBERGER**  
Notary Public, State of Ohio  
My Commission Expires 10-22-2012

## ATTACHMENT 1

### Client Match List

#### **Current Clients and/or Potential Parties in Interest Related to the Debtors**

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. (a/k/a SenSource, SenSource Global Sourcing)  
Sentron Medical, Inc.  
Gregg Laboratories, Inc.  
DuraSpin Products, LLC  
SenSource Global Sourcing, LLC  
Global Fastening Solutions, Europe, B.V.  
SenSource Global Sourcing (Shanghai), Ltd. (WOFE)  
Bank of America  
LaSalle Bank National Association  
National City Corporation  
PNC Financial Services Group, Inc.  
Wells Fargo & Company  
Allied Irish Bank  
Katten Muchin Rosenman LLP  
IBM Credit LLC  
CIT Communications Finance Corporation  
Raymond Leasing Corporation  
US Bancorp  
Leggett & Platt, Incorporated  
Microsoft Licensing GP  
Gerdau Ameristeel  
Duke Energy  
Emkay, Inc.  
Microsoft  
Home Depot  
Lowe's Companies, Inc.  
CHEP USA  
Champion Home Builders  
Hahn Systems, Inc.  
Palm Harbor Homes, Inc.

Costco Depot #171 Sumner  
3-D/Fasteners Plus  
De Poan Pneumatic  
CHUBB Insurance Company  
Travelers Bank & Trust (a/k/a Travelers Casualty) (a/k/a Travelers Casualty and Surety Company)  
Cincinnati Bell Telephone Company, LLC  
Cincinnati United Contractors, Inc.  
AFCO Credit Corporation  
Impax Technology Group, LLC  
AON  
Western Surety Company  
Richard D. Nelson  
Sentron Medical Inc. (a/k/a SenMed, Sentron)  
Senco Products, Inc., Taiwan Branch Office  
Senco General Tools (Suzhou) Co., Ltd. (WOFE)  
Senco Products Japan, Ltd.  
David C. Phillips  
Marie Boyle  
Clifford Mentrup  
Andrew T. Martin  
Brian Thomas

#### **Inactive or Former Clients**

Mark Bailey  
Bekaert Steel Wire Corp.  
Ryder Transportation Services  
Clayton Homes, Inc.  
Fleetwood Enterprises, Inc.  
Ace Hardware/Roadside Lmb #9439A  
Commodore Corp.  
Cavalier Homes, Inc.  
CMH Manufacturing, Inc.  
Ryder Truck Rental  
Washington International Insurance

#### **Other Potential Parties in Interest Related to Current or Former Clients**

Royal Bank of Scotland  
George C. Juilfs  
Safeco Credit Co., Inc.  
John E. Smith  
Blue Harbor Group LLC  
Cal Crim, Inc.

Latham & Watkins, LLP  
Keystone Consulting Group LLC  
Menard Warehouse #9001 Plano  
True Value  
Skyline Corporation  
Stock Building Supply – Raleigh  
United Healthcare Insurance Company (a/k/a UHC)  
Broadwell Factory Group, LLC  
Margaret A. Burks

**ATTACHMENT 2**

**Current Hourly Rates**

1. Members \$200.00 to \$490.00
2. Associates \$160.00 to \$265.00
3. Paralegals \$85.00 to \$180.00

**ATTACHMENT 3**

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

In re	)	Chapter 11
	)	
SENCORP, <u>et al.</u> , <sup>1</sup>	)	Case No. 09-12869 (JVA)
	)	(Joint Administration Requested)
	)	
	)	Honorable J. Vincent Aug, Jr.
Debtors.	)	
	)	

**AFFIDAVIT STATING GROSS REVENUES RECEIVED BY  
FROST BROWN TODD LLC FOR THE PRECEDING 12 MONTHS  
PURSUANT TO LOCAL BANKRUPTCY RULE 2014-1(c)(1)**

RONALD E. GOLD, ESQ., under penalty of perjury, states:

1. I am an attorney admitted to practice in the State of Ohio and the United States District Court for the Southern District of Ohio, and I am a member of the law firm of Frost Brown Todd LLC. I maintain an office at 2200 PNC Center, 201 East Fifth Street, Cincinnati, Ohio 45202.

2. Pursuant to Local Bankruptcy Rule 2014-1(c)(1), for the preceding twelve months, Frost Brown Todd LLC received gross revenues from Duke Energy (a potential creditor of the Debtors in these Chapter 11 Cases) in an amount equal to approximately 1.0746% of Frost Brown Todd LLC's gross revenues for such period.

Dated: May 8, 2009

/s/ Ronald E. Gold

RONALD E. GOLD

---

<sup>1</sup> 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.