

**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. ¹)	Jointly Administered
)	

**NOTICE OF ASSUMPTION AND ASSIGNMENT OF
EXECUTORY CONTRACTS OR UNEXPIRED LEASES**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. Pursuant to the Order pursuant to 11 U.S.C. §§ 105(A), 363, 365, and Bankruptcy Rules 2002, 6004, 6006 (A) Establishing Bidding and Auction Procedures Related to the Sale of All of the Debtors’ Assets; (B) Approving Bid Protections for the Sale of the Debtors’ Assets; (C) Scheduling an Auction and Sale Hearing for the Sale of the Debtors’ Assets; (D) Establishing Certain Notice Procedures for Determining Cure Amounts for Executory Contracts and Leases to be Assigned; and (E) Granting Certain Related Relief (the “**Bidding Procedures Order**”) entered by this Court on May 27, 2009, the above captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) have accepted, subject to approval by this Court, the bid of Wynnchurch Capital, Ltd. for the purchase of substantially all of the assets (the “**Assets**”) related to the Debtors’ business (the “**Sale**”). The terms of the bid are set forth in that certain

¹ 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.

asset purchase agreement (the “**APA**”), dated as of May 7, 2009 between the Debtors and Wynnchurch Capital, Ltd. (the “**Successful Bidder**”) which has been filed with this Court.²

2. At the hearing to approve the Sale (the “**Sale Hearing**”) to be held at 10:00 a.m. (prevailing Eastern time) on July 2, 2009, before the Honorable J. Vincent Aug, Jr., United States Bankruptcy Judge, at the United States Bankruptcy Court, 221 East Fourth Street, Atrium Two, Suite 800, Cincinnati, Ohio 45402, the Debtors will seek entry of an order (the “**Sale Order**”) approving (i) the sale of all of the Debtors’ Assets to the Successful Bidder and (ii) pursuant to the terms of the APA, the assumption and assignment of the contracts and leases set forth on Exhibit 1 attached hereto.

3. Pursuant to 11 U.S.C. § 365, there is adequate assurance of the Successful Bidder’s future performance under the executory contracts or unexpired leases to be assumed and assigned because of the significant resources of the Successful Bidder. Moreover, if necessary, the Debtors will adduce facts at the Sale Hearing on any objection demonstrating the financial wherewithal of the Successful Bidder, and its willingness and ability to perform under the contracts to be assumed and assigned by it.

² All documents filed with this Court in connection with these Chapter 11 Cases, including orders of this Court, are available to the public at no charge by visiting: <http://www.sencorp-reorg.com>.

Dated: July 1, 2009
Cincinnati, Ohio

Respectfully submitted,

LATHAM & WATKINS LLP

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- and -

FROST BROWN TODD LLC

By: /s/ Ronald E. Gold

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**ATTORNEYS FOR DEBTORS
AND DEBTORS-IN-POSSESSION**

EXHIBIT 1

SUCCESSFUL BIDDER'S SCHEDULE OF ASSUMED EXECUTORY CONTRACTS

Assigned Leases

1. **3310 Magnum Drive (Lot 3 Middlebury Street Industrial Park), Elkhart, Indiana 46516:** Lease Agreement, dated February 28, 2003, between Wagner Land Development Company, Inc., as landlord, and Senco Products, as tenant, (a) as amended pursuant to that certain Lease Extension dated December 17, 2004, between landlord and tenant, and (b) as further amended pursuant to that certain Lease Extension dated January 9, 2007, between landlord and tenant, extending the term until March 1, 2009. Letter agreement dated April 3, 2009, between landlord and Global Fastening Solutions, establishing a month to month lease.
2. **6713 SW Bonita Road, Suite 250, Tigard, Oregon 97224:** Lease, dated June 19, 2002, between Calwest Industrial Holdings, LLC, as original landlord, and Senco Products, Inc., as tenant, (a) as amended pursuant to that certain First Amendment to Lease dated April 18, 2005, between original landlord and tenant, and (2) as further amended pursuant to that certain Second Amendment to Lease dated June 19, 2007, between Walton CWOR Nelson 13, L.L.C. (as successor in interest to original landlord) and tenant.
3. **Rancho Cucamonga Distribution Center I, 9138 Pittsburgh Ave., Rancho Cucamonga, California:** Industrial Complex Lease, dated September 1, 1998, between TBC Rancho Cucamonga I, Inc., as original landlord, and Senco Products, Inc., as tenant (a) as amended pursuant to that certain First Amendment to Lease dated May 29, 2001, between original landlord and tenant, (b) as further amended pursuant to that certain Second Amendment to Lease dated August 30, 2004, between Krausz Puente LLC (as successor in interest to original landlord) and tenant, and (c) as further amended pursuant to that certain Third Amendment to Lease dated September 7, 2007, between Krausz Puente LLC and tenant.

Assigned Contracts

Description	Cure Costs
Preferred Supplier Agreement w/ Sphere 1	\$0.00
Sale & License Agreement w/ Miltex (assigned from Welch Allyn)	\$0.00
Distributorship Agreement w/ CID (for Canada)	\$0.00
Asset Sale to Impax (License Agreement)	\$0.00
Sales Agreement w/ Momentive Performance Materials	\$4,013.78
Supply Agreement w/ OMG	\$0.00
License Agreement w/ OMG	\$0.00
Sales Representative Agreement w/ Pro-Staff Sales	\$0.00
Supplier Agreement w/ Blue Linx	\$0.00
Program Agreement Letter (Rebate Program) w/ Lumberman's Merchandising	\$0.00
Contracts and Note Payable w/ ADP	\$1,296.38
Trademark Licensing Agreement with Amatei Trading Company (for Japan)	\$0.00
License Agreement w/ Amatei Trading Company	\$0.00
Agreement w/ Amazon Fulfillment Services	\$0.00
Sales Rep Agreement w/ Brian Conboy	\$0.00
Software License Agreement with Business Objects Americas (incl. Renewed Support Detail)	\$0.00
Lease w/ Calwest Industrial Holdings (for Tigard, OR DC)	\$0.00
Distributor Agreement w/ CID (for Canada)	\$0.00
Independent Contractor Agreement w/ Commercial Construction Mgmt & Resource Grou	\$367.50
Motor Transportation Contract w/ Central Freight Lines	\$0.00
Champion Loan Tool Agreement	\$0.00
Product Supply & Confidentiality Purchasing Agreement w/ Champion Homes Builders	\$0.00
Supply Agreement w/ CHEP USA	\$0.00
Consignment Agreement w/ CMH Manufacturing	\$0.00
Service Agreements (various) w/ Cincinnati Bell	\$33,288.49
Service Order & Storage Agreement w/ Cintas Document Mgmt	\$5,408.79
Equipment Lease Rental Agreement with Clarklift of California (RE # 65945)	\$409.94
Equipment Lease Rental Agreement with Clarklift of California (RE # 980450S)	\$0.00
Equipment Lease Rental Agreement with Clarklift of California (RE # 980453S)	\$0.00
Sales Rep Agreement w/ Tim Akers (Coast Air Tool)	\$0.00
Basic Vendor Agreement w/ Costco Wholesale (US & Puerto Rico) (Incl. std. terms)	\$0.00

<u>Description</u>	<u>Cure Costs</u>
Water Management contract w/ Crown Solutions (OP 2)	\$0.00
Motor Transportation Contract w/ Roadrunner Dawes Transport	\$4,056.04
Sales Rep Agreement w/ Dean Pastore	\$0.00
License Agreement with Demand Management (software license)	\$0.00
Advertising Contract w/ Dixieline Lumber & Home Centers	\$0.00
Fleet Service Agreement w/ Emkay	\$103,963.00
Service Part Warehousing Agreement w/ EPAS Group (for Peotone, IL)	\$29,333.00
Motor Transportation Contract w/ FEDEX Freight East	\$722.52
Motor Transportation Contract w/ Fedex Freight Systems West	\$193.00
Motor Transportation Contract w/ Fedex National LTL	\$8,903.69
Motor Transportation Contract w/ FedEx Express	\$3,240.91
Consignment Agreement w/ Fleetwood	\$0.00
Consignment Agreement w/ Fleetwood	\$0.00
Consignment Agreement w/ Fleetwood	\$0.00
Consignment Agreement w/ Fleetwood	\$0.00
Consignment Agreement w/ Fleetwood	\$0.00
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Consignment Agreement w/ Fleetwood	\$0.00
Consignment Agreement w/ Fleetwood	\$0.00
Consignment Agreement w/ Fleetwood	\$0.00
Consignment Agreement w/ Fleetwood	\$0.00
Sales Rep Agreement w/ Stephen Berry (Freedom Fastening Systems)	\$0.00
Equipment Lease Agreement w/ General Electric Capital Corporation	\$5,217.12
Latin America Irrevocable Commercial Offer for the Purchase and Resale of Screws w/ Golden Hawk	\$0.00
Fuel Cell Supply Agreement w/ Hamex Corporation	\$0.00
Agreement with Home Depot	\$0.00
IDI Sales Agreement & Software License for payroll with IDI	\$5,515.00
Customer Ltr of Appt w/ Kentec	\$0.00

<u>Description</u>	<u>Cure Costs</u>
Renewal Agreement w/ Lowe's	\$0.00
Master Agreement w/ Lumbermens Merchandising	\$0.00
Loan Tool Investment w/ MasterBrand Cabinets	\$0.00
Agreement with Menards	\$0.00
Business Services Agreement w/ Microsoft (Incl various forms)	\$94,417.50
Motor Transportation Contract w/ Milan Express	\$9,995.94
Motor Transportation Contract w/ New England Motor Freight	\$0.00
Distributor Agreement with Nylex (incl. Receivership Agreement. Amendment) (for Australia)	\$0.00
Motor Transportation Contract w/ Oak Harbor Freight Lines	\$976.00
License & Services Agreement w/ Oracle USA (incl. Payment Plan Agreement and Payment Schedule between SENCORP and Oracle Credit Corporation (as assigned to Bank of America Leasing & Capital, LLC))	\$28,232.04
Motor Transportation Contract w/ Overnight Transportation (UPS Freight)	\$0.00
Software End User License & Services Agreement w/ Peoplesoft	\$0.00
Equipment Lease with Pitney Bowes (postage machine)	\$12,430.65
Equipment Lease with Pitney Bowes (envelope printer)	\$0.00
Motor Transportation Contract w/ Pitt Ohio Express	\$69.73
Equipment Lease Agreement w/ ProSource	\$2,775.91
Distributor Agreement w/ Ryobi Sales (for Japan)	\$0.00
Agreement with Sears & Kmart	\$0.00
Distribution Agreement w/ Senco Latin America	\$0.00
Amended and Restated Consulting/Royalty Agreement with Senco Latin America	\$0.00
Distributor Agreement w/ Senco Pneumatic (for Hong Kong)	\$0.00
License Agreement w/ Senco Products Japan, Ltd.	\$0.00
License Agreement w/ Shantou Sez Senco Metalware	\$0.00
Maintenance Proposal w/ Siemens PLM Software	\$5,557.83
Service Agreement with Sprint	\$17,688.52
Sales Rep - Principle Agreement w/ Stan Tashman & Assoc.	\$0.00
3rd party EDI Admin Contract w/ Sterling Commerce	\$58,631.27
Corporate Rebate Agreement w/ Stock Building Supply	\$0.00
Quotation w/ Sun Microsystems	\$0.00
Lease w/ TBC Rancho Cucamonga (for Rancho Cucamonga California DC)	\$30,910.00
Co-op Service Order with The Advertising Checking Bureau	\$22,025.00
Promotional Products Agreement with Touchstone Merchandise Group	\$0.00

<u>Description</u>	<u>Cure Costs</u>
Lease Agreement w/ U.s. Bancorp Business Equipment Finance Group	\$0.00
Motor Transportation Contract w/ USF Holland	\$0.00
Motor Transportation Contract w/ USF Reddaway	\$36,009.00
Share Purchase Agreement with Poppers Holding B.V. regarding Verpa Senco	\$0.00
End User License w/ Vertex (incl. Addendum)	\$0.00
Motor Transportation Contract w/ Viking Freight	\$0.00
Motor Transportation Contract w/ Ward Trucking	\$18,571.33
Concurrent User Subscription Agreement with WebEx Communications	\$0.00
Consignment Agreement w/ Wick Building System	\$0.00
Consignment Agreement w/ Xpress Trucking	\$6,770.85
Consulting Agreement with Buddy Sears	\$0.00
Consulting Agreement w. Bruce McFarland	\$0.00
Sales Rep Agreement w/ C. b. smith Associates	\$0.00
Sales Rep Agreement w/ Ed Kelce	\$0.00
Master Purchasing Agreement with Midmark	\$0.00
Distributor Agreement w/ Senco Korea	\$0.00
Sales Rep Agreement w/ TRW Consulting	\$0.00
Distribution Agreement (for screws) with Golden Hawk	\$0.00
Fee Agreement w/ Aon Risk Services (incl. Amendment)	\$0.00
Lease Agreement w/ CUC Investments	\$0.00
Patent Option Agreement w/ Interthyr Corporation	\$0.00
License Agreement w/ Optosonics	\$0.00
Distributorship Agreement w/ Candian Industrial Distributors	\$0.00
Sales Rep Agreement w/ Canow-Western	\$0.00
Consulting / Royalty Agreement w/ Golden Hawk Industries	\$0.00
Consulting/Royalty Services Agreement with Golden Hawk	\$0.00
Sales Representative Agreement w/ Pro-Staff Sales	\$0.00
Irrevocable Commercial Offer for the Sale and Purchase of Products w/ Senco Latin America	\$0.00
Consulting/Royalty Agreement w/ Senco Latin America	\$0.00
Employment Agreement w/ Peter van der Wel	\$0.00
Master Equipment Lease w/ AT&T Credit Corp (Avaya Financial Services)	\$24,535.70
Lease w/ Wagner Land Development (for Elkhart Indiana DC)	\$0.00
Winelco Sewage Maintenance Agreement	\$0.00

<u>Description</u>	<u>Cure Costs</u>
Agreement with ADVIZEX Technologies	\$0.00
Global Coexistence Agreement with ITT Water & Wastewater (Sweden)	\$0.00
Trademark License Agreement with International Industrial Corp. & Jacobson Van Den Berg (1979)	\$0.00
Portions of Technical-Distributorship with International Industrial Corp. & Jacobson Van Den Berg	\$0.00
Senco v. Fast CR 2007 Settlement Agreement (Czech Republic)	\$0.00
Senco v. SEMCO Brazilian Settlement Agreement (1969)	\$0.00
Senco v. Seco Tools Coexistence Agreement in Sweden (1987)	\$0.00
Senco v. KC Tools FINISHPRO Global Coexistence Agreement	\$0.00
Broadwell Road Sewer Extension Project Contract with Metropolitan Sewer District (incl. Notice of Intent to Acquire)	\$0.00
Business Services Agreement with Concur Technologies	\$0.00
Loan Tool Investment Program with Oak Creek Homes	\$0.00
Rates & Service Agreement with NYK Logistics	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 30204, 30205, 30206, 30226, 30227, 30228)	\$40,954.00
Fork Lift Truck Lease with Portman Equipment (Nos. 30229, 30230, 30234, 30235, 30236, 30237, 30268)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 30233)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 30269)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 30532)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 29391)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 29404)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 29271)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 29290)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 25377)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 28380, 28471)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 28652)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 20127)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 28717, 28718, 28721)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 23496)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 29212)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 25473)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 25474)	\$0.00
Fork Lift Truck Lease with Portman Equipment (Nos. 25522)	\$0.00
Distributor Agreement w/ Simes-Senco (Spain)	\$120,000.00

<u>Description</u>	<u>Cure Costs</u>
Dealer and Customer letters of	\$0.00
License Agreement w/ TTI	\$0.00
Shareholders Agreement with Micronics and its Shareholders	\$0.00
Investor Rights Agreement with Micronics and its Shareholders	\$0.00
Stockholders Agreement with Argos Therapeutics	\$0.00
Amended and Restated Shareholders Agreement with Medennium, Inc.	\$0.00
Operating Agreement of Spine Partners LLC between Bret Ferree and Sentron Medical	\$0.00
Commencement Agreement with CUC Investments, LLC	\$0.00
Real Estate Engagement Letter with Colliers Bennett & Kahnweiler	\$0.00
Collaboration Agreement between Nexicor, LLC and IAP Research, Inc., dated April 1, 2007	\$0.00
Letter Agreement between Global Fastening Solutions, LLC and Verst Group Logistics, Inc., dated June 4, 2009*	N/A
Contract and Rate Quotation between Verst Group Logistics, Inc. and Global Fastening Solutions, LLC, effective June 1, 2009*	N/A
Collateral Access Agreement executed by Verst Group Logistics, Inc. for the benefit of Bank of America, N.A.*	N/A
All critical vendor waivers and other related agreements executed by any Seller prior to Closing	N/A
Service Parts Warehousing Agreement between Senco Products, Inc. and EPAS Group, Ltd., dated June 30, 2009*	N/A

* These agreements were entered into after the Petition Date and are being assigned and assumed in accordance with their own terms and not in accordance with section 365 of the Bankruptcy Code.