

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

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

**APPLICATION FOR AN ORDER AUTHORIZING THE DEBTORS AND DEBTORS IN
POSSESSION TO EMPLOY AND COMPENSATE CERTAIN PROFESSIONALS
UTILIZED IN THE ORDINARY COURSE OF THE DEBTORS' BUSINESSES**

(“OCP APPLICATION”)

The above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), hereby move this Court (the “**Application**”) for entry of an order (the “**Order**”), in substantially the form attached hereto as Exhibit C, authorizing the Debtors to employ and compensate certain professionals utilized in the ordinary course of the Debtors’ businesses. In support, the Debtors respectfully state:²

JURISDICTION

1. This Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application in this District is proper under 28 U.S.C. §§ 1408 and 1409.

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.

² The facts and circumstances supporting this Application are 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.

2. The statutory bases for the relief requested herein are Sections 105 and 327 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended by the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 (the “**Bankruptcy Code**”).

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, 2009 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. The Debtors respectfully request that this Court approve the retention, employment and payment of the Ordinary Course Professionals (as defined herein) without requiring the submission of separate retention pleadings and fee applications for each Ordinary Course Professional.

11. The Debtors' employees, in the day-to-day performance of their duties, regularly call upon certain professionals, including attorneys, accountants, actuaries and consultants (collectively, the "**Ordinary Course Professionals**"), to assist them in carrying out their

assigned responsibilities. The Ordinary Course Professionals currently utilized by the Debtors are identified on Exhibit A hereto.³

12. The Debtors cannot continue to operate their businesses efficiently and in accordance with sound business practice unless they are able to retain and pay for the services of the Ordinary Course Professionals. The operation of the Debtors' businesses would be hindered if the Debtors were required to submit to this Court an application and proposed retention order for each Ordinary Course Professional and if each Ordinary Course Professional was required to apply for approval of its employment and compensation. Further, some of the Ordinary Course Professionals are unfamiliar with the fee application procedures employed in bankruptcy cases and might be unwilling to work with the Debtors if these requirements are imposed. The uninterrupted services of the Ordinary Course Professionals are vital to the Debtors' continuing operations and their ultimate ability to reorganize. More importantly, the cost of preparing and prosecuting these retention applications and fee applications would be significant and unduly burdensome in comparison to the amount of fees generally charged by such Ordinary Course Professionals, all of which would be borne by the Debtors' estates.

13. Moreover, a requirement that the Ordinary Course Professionals each file retention pleadings and follow the usual fee application process required of other bankruptcy professionals would burden this Court and the U.S. Trustee's office with numerous fee applications requesting relatively small amounts of money. This Application proposes a procedure to alleviate such a burden.

³ The Debtors reserve their right to amend Exhibit A. Should the Debtors seek to amend Exhibit A by adding a new professional, it will provide notice to the United States Trustee for the Southern District of Ohio, Western Division (the "**U.S. Trustee**"), counsel to the DIP Agent and Purchaser, and Counsel for the Official Committee of Unsecured Creditors of such addition. Such parties will have 5 days to object to any such addition to Exhibit A. The Debtors shall have sole discretion to remove any professionals from Exhibit A without notice.

14. The Debtors anticipate employing, among others, certain of the Ordinary Course Professionals listed on Exhibit A to perform ongoing services during the pendency of these chapter 11 cases (the “**Chapter 11 Cases**”). In particular, attorneys performing litigation-related services for the Debtors are among the Ordinary Course Professionals listed on Exhibit A. Although litigation will be stayed upon the commencement of these Chapter 11 Cases, the Debtors, out of an abundance of caution, seek authority to retain the services of the attorneys (as well as other professionals) listed on Exhibit A, should circumstances render such services necessary during the pendency of these Chapter 11 Cases.

15. The Debtors do not believe that any of the Ordinary Course Professionals will have average monthly fees of more than \$30,000 during the pendency of these Chapter 11 Cases. As described below, however, if the average monthly fees of any Ordinary Course Professional exceed \$30,000 during the preceding calendar quarter (the “**Reporting Period**”), the Debtors will seek to retain that professional pursuant to Section 327(a) of the Bankruptcy Code.

16. The Debtors propose to file a statement with this Court and to serve such statement on the U.S. Trustee, counsel to the administrative agent for the Debtors’ prepetition lenders, counsel to the administrative agent for the Debtors’ proposed debtor-in-possession lenders and counsel to any statutory creditors’ committee appointed in these Chapter 11 Cases within approximately thirty (30) days after the end of each calendar quarter that these Chapter 11 Cases are pending (first statement to be due on July 31, 2009). Such statement shall include the following information for each Ordinary Course Professional: (a) the name of such Ordinary Course Professional; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the preceding calendar quarter; and (c) a general description of the services rendered by each Ordinary Course

Professional. The Debtors will review the statements of the Ordinary Course Professionals and determine their reasonableness in accordance with prepetition practices.

17. Although some of the Ordinary Course Professionals may hold minor amounts of unsecured claims against the Debtors in respect of prepetition services rendered, the Debtors do not believe that any of the Ordinary Course Professionals have an interest materially adverse to the Debtors, their creditors, or other parties in interest, and thus none would be retained who do not meet, if applicable, the special counsel retention requirement of Section 327(e) of the Bankruptcy Code.

18. In order to ensure that each of the Ordinary Course Professionals is disinterested and does not represent or hold any interest adverse to the Debtors or their estate with respect to the matter on which such professional is employed, the Debtors propose that each Ordinary Course Professional be required to file an affidavit of disinterestedness with this Court, substantially in the form of affidavit attached hereto as Exhibit B, and to serve copies thereof on the Debtors, the U.S. Trustee, counsel to the administrative agent for the Debtors' prepetition lenders, counsel to the administrative agent for the Debtors' proposed debtor-in-possession lenders and counsel to any statutory creditors' committee appointed in these Chapter 11 Cases, prior to or contemporaneous with the submission to the Debtors of its first invoice accompanying a request for compensation. The Debtors will not make any payment to any Ordinary Course Professional who has failed to file an affidavit of disinterestedness.

BASIS FOR RELIEF

19. The Ordinary Course Professionals will not be directly involved in the administration of these Chapter 11 Cases but, rather, will provide services in connection with the Debtors' ongoing business operations or services ordinarily provided by in-house counsel to a corporation. As a result, the Debtors do not believe that the Ordinary Course Professionals are

“professionals,” as that term is used in Section 327 of the Bankruptcy Code, whose retention must be approved by the Court. See, e.g., In re United Color Press, Inc., 129 B.R. 143, 145 (Bankr. S.D. Ohio 1991) (the phrase “professional persons” as used in § 327(a) is a term of art and is reserved for those persons playing a central and intimate role in the reorganization of the debtor’s estate); In re That’s Entertainment Marketing Group Inc., 168 B.R. 226, 230 (N.D. Cal. 1994) (only the retention of professionals whose duties are central to the administration of the estate require prior court approval under section 327); In re Madison Management Group, Inc., 137 B.R. 275, 283 (Bankr. N.D. Ill. 1992) (same); In re Sieling Assocs. Ltd. Partnership, 128 B.R. 721, 723 (Bankr. E.D. Va. 1991) (same); (In re Riker Indus. Inc., 122 B.R. 964, 973 (Bankr. N.D. Ohio 1990) (no need for section 327 approval of the fees of a management and consulting firm that performed only “routine administrative functions” and whose “services were not central to [the] bankruptcy case”); In re D’Lites of Am., Inc., 108 B.R. 352, 353 (Bankr. N.D. Ga. 1989) (section 327 approval is not necessary for “one who provides services to debtor that are necessary regardless of whether petition was filed”); In re Fretheim, 102 B.R. 298, 299 (Bankr. D. Conn. 1989) (only those professionals involved in the actual reorganization effort, rather than the debtor’s ongoing business, require approval under section 327); In re Pacific Forest Indust., Inc., 95 B.R. 740, 743 (Bankr. Cal. 1989) (same); In re Babcock Dairy Co., 70 B.R. 691, 692 (Bankr. N.D. Ohio 1987) (holding that an expert witness was not a “professional person” under section 327 because his testimony did not measurably affect the administration of the estate); In re Johns-Manville Corp., 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1989) (only those professionals involved in the actual reorganization effort, rather than the debtor’s ongoing business, require approval under section 327).

20. Nevertheless, out of an abundance of caution, the Debtors seek the relief requested in this Application to avoid any subsequent controversy regarding the Debtors' employment and payment of the Ordinary Course Professionals during the pendency of these Chapter 11 Cases. The Debtors shall seek specific Court authority to employ all professionals involved in the actual administration of these Chapter 11 Cases pursuant to Section 327 of the Bankruptcy Code. In addition, except as otherwise provided herein, no Ordinary Course Professional with monthly fees averaging in excess of \$30,000 for services rendered to the Debtors during any Reporting Period will receive any future payments from the Debtors until the Debtors first obtain an order of this Court authorizing the retention and employment of the professional, pursuant to Section 327 of the Bankruptcy Code. Notwithstanding the foregoing, the Debtors may pay, without the prior review or approval of this Court, all fees and expenses incurred by an Ordinary Course Professional (a) through and including the end of the Reporting Period in which the professional's fees first exceed the monthly average fee limit established for the particular professional by any order granting this Application, or (b) prior to the professional having a material involvement in the administration of a Debtors' estate; provided, however, that once an Ordinary Course Professional is retained in these cases pursuant to Section 327(a) of the Bankruptcy Code (such earlier date, the "**327 Trigger Date**"), all of its fees and expenses incurred from and after the 327 Trigger Date for such professionals will be subject to the review and approval of this Court in connection with the professional's monthly, interim and final fee application pursuant to Section 330 of the Bankruptcy Code.

21. The relief requested in this Application has been granted routinely by numerous courts in the Southern District of Ohio. See, e.g., In re The Wornick Company, Case No. 08-10654 (JVA) (Bankr. S.D. Ohio Feb. 14, 2008); In re Huffly Corporation, Case No. 04-39148

(LSW) (Bankr. S.D. Ohio Dec. 14, 2004); In re Techneglas, Inc., Case No. 04-63788 (JEH) (Bankr. S.D. Ohio Sep. 13, 2004); In re Ormet Corporation, Case No. 04-51255 (BJS) (Bankr. S.D. Ohio March 17, 2004); In re Chiquita Brands International, Inc., Case No. 01-18812 (JVA) (Bankr. S.D. Ohio Nov. 28, 2001); In re Cooker Restaurant Corporation, Case No. 01-56156 (DEC) (Bankr. S.D. Ohio July 31, 2001); In re Federated Dep't Stores, Inc., Case No. 1-90-00130 (JVA) (Bankr. S.D. Ohio Jan. 15, 1990). The Debtors and their estates will be well served by authorizing the retention of the Ordinary Course Professionals because of such professionals' past relationship and understanding of the Debtors and their operations. It is in the best interest of all of the parties and the creditors to avoid any disruption in the professional services rendered by the Ordinary Course Professionals in the day-to-day operations of the Debtors' business.

WAIVER OF MEMORANDUM OF LAW

22. 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 Local Bankruptcy Rule 9013-1(a).

NOTICE

23. No trustee, examiner or creditors' committee has been appointed in the Chapter 11 Cases. The Debtors have provided notice of this Application 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; (vii) any governmental unit listed in LBR 5003-1(d); and (viii) those Ordinary

Course Professionals listed on Exhibit A. In light of the nature of the relief requested, the Debtors submit that no further notice is required or needed under the circumstances.

NO PRIOR REQUEST

24. No prior Application for the relief requested herein has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that this Court enter an order, substantially in the form attached hereto as Exhibit C, (i) authorizing the Debtors to employ and compensate certain Ordinary Course Professionals on the terms and conditions set forth above; and (ii) granting such further relief as is just and proper.

Dated: May 8, 2009
Cincinnati, OH

Respectfully submitted,

LATHAM & WATKINS LLP

Josef S. Athanas (pro hac vice motion pending)
Stephen R. Tetro II (pro hac vice motion pending)
Sears Tower, Suite 5800
233 South Wacker Drive
Chicago, Illinois 60606-6401
Telephone: (312) 876-7700
Facsimile: (312) 993-9767

- and -

FROST BROWN TODD LLC

By: /s/ Ronald E. Gold

Ronald E. Gold, Esq. (0061351)

Beth A. Buchanan, Esq. (0068430)

2200 PNC Center

201 East Fifth Street

Cincinnati, Ohio 45202

Telephone: (513) 651-6800

Facsimile: (513) 651-6981

Email: rgold@fbtlaw.com

Email: bbuchanan@fbtlaw.com

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

EXHIBIT A

List of Ordinary Course Professionals

Ordinary Course Professional	Service Provided	Average Monthly Compensation
AON COFCO Insurance Brokers Co., LTD	Insurance Consultant	\$657.83
AON Consulting	Insurance Consultant	\$19.79
AON Risk Services	Insurance Consultant	\$2,174.08
Bige, Eskens & Van Schravendijk	Dutch Counsel	\$104.17
Buck Consultants	Pension Plan Actuary	\$3,958.92
Central Mercantile Collection Services	Accounts Receivable Collection Agency	\$185.63
Deloitte & Touche	Tax Consultant	\$10,357.08
Deloitte & Touche (China)	Tax Consultant	\$1,342.75
Express Services	Temporary Employment Agency	\$8,529.17
Frederick Gribbel, Esq.	Patent Counsel	\$2,266.51
Grant Thornton	Audit Consultant	\$7,544.58
Graydon Head	Benefits Counsel	\$3,155.32
Greene Stock Consulting	Accounting consultant	\$13,175.69
Greenebaum, Doll & McDonald PLCC	Trademark and Licensing Counsel	\$12,616.44
Grunfeld, Desiderio, Lebowitz, Silverman & Klestadt, LLP	Customs and Trade Counsel	\$1,099.87
IP&L Solutions	Patent Counsel	\$2,273.53
Jun He Law Offices	China Counsel	\$461.36
Khatthar Wong Foreign Counsel, Shanghai Office	China Counsel	\$4,528.08
Lee & Li	Taiwan Counsel	\$227.91
Lexence Advocaten & Notarissen N.V.	Netherlands Counsel	\$2,890.38

Ordinary Course Professional	Service Provided	Average Monthly Compensation
Manpower	Temporary Employment Agency	\$8,740.81
MARSH USA-002	Insurance Consultant	\$21,935.69
MARSH USA-003	Insurance Consultant	\$3,618.39
Naverre Law Firm	Immigration Counsel	\$585.83
Partner Professional Staffing	IT Consultant	\$24,154.20
Posse, Herrera & Ruiz	Colombian Counsel	\$2,867.78
Shiba International	Japan Counsel	\$30.71
Socius	Software consultants	\$1,055.29
Thompson Hine	International and Competition Counsel	\$12,249.55
Wood, Herron & Evans	Patent Counsel	\$332.50

EXHIBIT B

Affidavit of Disinterestedness

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

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

ORDINARY COURSE PROFESSIONAL AFFIDAVIT

STATE OF _____)
) ss:
COUNTY OF _____)

_____, being duly sworn, upon his/her oath, deposes and
says:

I am a partner of _____, located at
_____ (the "**Firm**").

1. The Debtors have requested that the Firm provide _____ services to the
Debtors, and the Firm has consented to provide such services.

2. The Firm may have performed services in the past and may perform services in
the future, in matters unrelated to these Chapter 11 Cases, for persons that are parties-in-interest
in the Debtors' Chapter 11 Cases.

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.

3. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estate.

4. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm \$ _____ for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Executed on _____, 2009.

Sworn to and subscribed before me
this ____ day of _____, 2009

Notary Public
My Commission expires: _____

EXHIBIT C

Proposed 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 THE DEBTORS TO EMPLOY
AND COMPENSATE CERTAIN PROFESSIONALS UTILIZED
IN THE ORDINARY COURSE OF THE DEBTORS' BUSINESSES**

Upon consideration of the application (the "**Application**")¹ of the Debtors² for entry of an order authorizing the Debtors to employ and compensate certain professionals utilized in the ordinary course of the Debtors' businesses; and it appearing that the relief requested is in the best

¹ Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Application

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.

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 Application is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Application 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 Application is GRANTED; and it is further
2. ORDERED that the Debtors may, in the reasonable and ordinary conduct of their businesses as debtors-in-possession, retain, employ and pay the Ordinary Course Professionals for the performance of tasks related to the Debtors' ordinary operations and course of business, without filing individual retention applications for each, provided that such professionals do not represent or hold any interest adverse to the Debtors or to their respective estates with respect to the matter upon which such professionals are to be employed; and it is further
3. ORDERED that the Ordinary Course Professionals will not be utilized by the Debtors to handle matters in connection with the bankruptcy proceedings, except to the extent that their services may be employed to support the activities of professionals specially retained by the Debtors pursuant to Sections 327 and 328 of the Bankruptcy Code; and it is further
4. ORDERED that the arrangements for compensation and payment reached between the Debtors and Ordinary Course Professionals shall be based reasonably upon the nature, extent and value of such services, the time spent on such services, and the cost of comparable services other than in a case under the Bankruptcy Code, as well as for

reimbursement of actual and necessary expenses, not exceeding the value of such expense; and it is further

5. ORDERED that all transactions between the Debtors and such Ordinary Course Professionals shall be subject to all provisions of the Bankruptcy Code regulating the fairness and reasonable worth of services rendered by professionals, including Section 329 of the Bankruptcy Code in the case of law firms and attorneys; and it is further

6. ORDERED that the Debtors are authorized to make payments of compensation and reimbursement of expenses to each of the Ordinary Course Professionals in the manner customarily made by the Debtors, in the full amount billed by any such Ordinary Course Professionals upon receipt therefrom of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such professionals' standard billing practices (without prejudice to the Debtors' normal right to dispute such invoices); and it is further

7. ORDERED that, if the average monthly fees billed by any Ordinary Course Professional exceeds \$30,000 for any Reporting Period, such Ordinary Course Professional's fees and expenses for the following Reporting Periods shall be subject to the notice and application requirements applicable to professionals specially retained for these chapter 11 proceedings pursuant to Section 327(a) of the Bankruptcy Code and shall be subject to final approval of this Court upon application therefore, otherwise, such Ordinary Course Professionals need not file monthly, interim or final fee applications. Notwithstanding the foregoing, the Debtors may pay, without the prior review or approval of this Court, all fees and expenses incurred by an Ordinary Course Professional through the 327 Trigger Date all of its fees and expenses incurred from and after the 327 Trigger Date for such professionals will be subject to

the review and approval of this Court in connection with the professional's monthly, interim and final fee application pursuant to Section 330 of the Bankruptcy Code.; and it is further

8. ORDERED that the Debtors will file a statement with this Court and serve such statement on the U.S. Trustee, counsel to the administrative agent for the Debtors' prepetition lenders, counsel to the administrative agent for the Debtors' proposed debtor-in-possession lenders and counsel to any statutory creditors' committee appointed in these Chapter 11 Cases within approximately thirty (30) days after each calendar quarter that these Chapter 11 Cases are pending (first report due on July 31, 2009). Such statement shall include the following information for each Ordinary Course Professional: (a) the name of such Ordinary Course Professional; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the previous calendar quarter; and (c) a general description of the services rendered by each Ordinary Course Professional. The Debtors will review the statements of the Ordinary Course Professionals and determine their reasonableness in accordance with prepetition practices; and it is further

9. ORDERED that the Debtors, without further order from this Court, shall not pay amounts owing for prepetition services rendered by the Ordinary Course Professionals, except that such Ordinary Course Professionals are hereby granted relief from the stay of Section 362(a)(7) of the Bankruptcy Code, pursuant to Section 362(d) of the Bankruptcy Code, for the limited purpose of setting off any prepetition fees and expenses owed to them against any prepetition retainer held by them; and it is further

10. ORDERED that each Ordinary Course Professional shall within thirty (30) days after its employment is approved pursuant to this Order, serve upon the Office of the U.S. Trustee, counsel to the administrative agent for the Debtors' prepetition lenders, counsel to the

administrative agent for the Debtors' proposed debtor-in-possession lenders, counsel to any statutory creditors' committee appointed in these Chapter 11 Cases and the Debtors, and file with this Court (i) an affidavit certifying that such professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed, substantially in the form of Exhibit B to the Application; and it is further

11. ORDERED that upon retention of additional professionals retained in the ordinary course who are not already identified in Exhibit A to the Application, the Debtors shall promptly give notice to the U.S. Trustee, counsel to the administrative agent for the Debtors' prepetition lenders, counsel to the administrative agent for the Debtors' proposed debtor-in-possession lenders and counsel to any statutory creditors' committee appointed in these Chapter 11 Cases; and it is further

12. ORDERED that notwithstanding any provision in the Bankruptcy Rules to the contrary, the Debtors are not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order, and the Debtors may, in their discretion and without further delay, take any action and perform any act authorized under this Order; and it is further

13. ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the interpretation implementation and enforcement of this Order.

SO ORDERED

###

EXHIBIT A

List of Ordinary Course Professionals

Ordinary Course Professional	Service Provided	Average Monthly Compensation
AON COFCO Insurance Brokers Co., LTD	Insurance Consultant	\$657.83
AON Consulting	Insurance Consultant	\$19.79
AON Risk Services	Insurance Consultant	\$2,174.08
Bige, Eskens & Van Schravendijk	Dutch Counsel	\$104.17
Buck Consultants	Pension Plan Actuary	\$3,958.92
Central Mercantile Collection Services	Accounts Receivable Collection Agency	\$185.63
Deloitte & Touche	Tax Consultant	\$10,357.08
Deloitte & Touche (China)	Tax Consultant	\$1,342.75
Express Services	Temporary Employment Agency	\$8,529.17
Frederick Gribbel, Esq.	Patent Counsel	\$2,266.51
Grant Thornton	Audit Consultant	\$7,544.58
Graydon Head	Benefits Counsel	\$3,155.32
Greene Stock Consulting	Accounting consultant	\$13,175.69
Greenebaum, Doll & McDonald PLCC	Trademark and Licensing Counsel	\$12,616.44
Grunfeld, Desiderio, Lebowitz, Silverman & Klestadt, LLP	Customs and Trade Counsel	\$1,099.87
IP&L Solutions	Patent Counsel	\$2,273.53
Jun He Law Offices	China Counsel	\$461.36
Khatthar Wong Foreign Counsel, Shanghai Office	China Counsel	\$4,528.08
Lee & Li	Taiwan Counsel	\$227.91
Lexence Advocaten & Notarissen N.V.	Netherlands Counsel	\$2,890.38

Ordinary Course Professional	Service Provided	Average Monthly Compensation
Manpower	Temporary Employment Agency	\$8,740.81
MARSH USA-002	Insurance Consultant	\$21,935.69
MARSH USA-003	Insurance Consultant	\$3,618.39
Naverre Law Firm	Immigration Counsel	\$585.83
Partner Professional Staffing	IT Consultant	\$24,154.20
Posse, Herrera & Ruiz	Colombian Counsel	\$2,867.78
Shiba International	Japan Counsel	\$30.71
Socius	Software consultants	\$1,055.29
Thompson Hine	International and Competition Counsel	\$12,249.55
Wood, Herron & Evans	Patent Counsel	\$332.50

EXHIBIT B

Affidavit of Disinterestedness

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

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

ORDINARY COURSE PROFESSIONAL AFFIDAVIT

STATE OF _____)
) ss:
COUNTY OF _____)

_____, being duly sworn, upon his/her oath, deposes and
says:

I am a partner of _____, located at
_____ (the "**Firm**").

1. The Debtors have requested that the Firm provide _____ services to the
Debtors, and the Firm has consented to provide such services.

2. The Firm may have performed services in the past and may perform services in
the future, in matters unrelated to these Chapter 11 Cases, for persons that are parties-in-interest
in the Debtors' Chapter 11 Cases.

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.

3. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estate.

4. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm \$ _____ for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Executed on _____, 2009.

Sworn to and subscribed before me
this ____ day of _____, 2009

Notary Public
My Commission expires: _____

EXHIBIT C

Proposed Order

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

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

**ORDER AUTHORIZING THE DEBTORS TO EMPLOY
AND COMPENSATE CERTAIN PROFESSIONALS UTILIZED
IN THE ORDINARY COURSE OF THE DEBTORS' BUSINESSES**

Upon consideration of the application (the "**Application**")¹ of the Debtors² for entry of an order authorizing the Debtors to employ and compensate certain professionals utilized in the ordinary course of the Debtors' businesses; and it appearing that the relief requested is in the best

¹ Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Application

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.

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 Application is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Application 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 Application is GRANTED; and it is further
2. ORDERED that the Debtors may, in the reasonable and ordinary conduct of their businesses as debtors-in-possession, retain, employ and pay the Ordinary Course Professionals for the performance of tasks related to the Debtors' ordinary operations and course of business, without filing individual retention applications for each, provided that such professionals do not represent or hold any interest adverse to the Debtors or to their respective estates with respect to the matter upon which such professionals are to be employed; and it is further
3. ORDERED that the Ordinary Course Professionals will not be utilized by the Debtors to handle matters in connection with the bankruptcy proceedings, except to the extent that their services may be employed to support the activities of professionals specially retained by the Debtors pursuant to Sections 327 and 328 of the Bankruptcy Code; and it is further
4. ORDERED that the arrangements for compensation and payment reached between the Debtors and Ordinary Course Professionals shall be based reasonably upon the nature, extent and value of such services, the time spent on such services, and the cost of comparable services other than in a case under the Bankruptcy Code, as well as for

reimbursement of actual and necessary expenses, not exceeding the value of such expense; and it is further

5. ORDERED that all transactions between the Debtors and such Ordinary Course Professionals shall be subject to all provisions of the Bankruptcy Code regulating the fairness and reasonable worth of services rendered by professionals, including Section 329 of the Bankruptcy Code in the case of law firms and attorneys; and it is further

6. ORDERED that the Debtors are authorized to make payments of compensation and reimbursement of expenses to each of the Ordinary Course Professionals in the manner customarily made by the Debtors, in the full amount billed by any such Ordinary Course Professionals upon receipt therefrom of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such professionals' standard billing practices (without prejudice to the Debtors' normal right to dispute such invoices); and it is further

7. ORDERED that, if the average monthly fees billed by any Ordinary Course Professional exceeds \$30,000 for any Reporting Period, such Ordinary Course Professional's fees and expenses for the following Reporting Periods shall be subject to the notice and application requirements applicable to professionals specially retained for these chapter 11 proceedings pursuant to Section 327(a) of the Bankruptcy Code and shall be subject to final approval of this Court upon application therefore, otherwise, such Ordinary Course Professionals need not file monthly, interim or final fee applications. Notwithstanding the foregoing, the Debtors may pay, without the prior review or approval of this Court, all fees and expenses incurred by an Ordinary Course Professional through the 327 Trigger Date all of its fees and expenses incurred from and after the 327 Trigger Date for such professionals will be subject to

the review and approval of this Court in connection with the professional's monthly, interim and final fee application pursuant to Section 330 of the Bankruptcy Code.; and it is further

8. ORDERED that the Debtors will file a statement with this Court and serve such statement on the U.S. Trustee, counsel to the administrative agent for the Debtors' prepetition lenders, counsel to the administrative agent for the Debtors' proposed debtor-in-possession lenders and counsel to any statutory creditors' committee appointed in these Chapter 11 Cases within approximately thirty (30) days after each calendar quarter that these Chapter 11 Cases are pending (first report due on July 31, 2009). Such statement shall include the following information for each Ordinary Course Professional: (a) the name of such Ordinary Course Professional; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the previous calendar quarter; and (c) a general description of the services rendered by each Ordinary Course Professional. The Debtors will review the statements of the Ordinary Course Professionals and determine their reasonableness in accordance with prepetition practices; and it is further

9. ORDERED that the Debtors, without further order from this Court, shall not pay amounts owing for prepetition services rendered by the Ordinary Course Professionals, except that such Ordinary Course Professionals are hereby granted relief from the stay of Section 362(a)(7) of the Bankruptcy Code, pursuant to Section 362(d) of the Bankruptcy Code, for the limited purpose of setting off any prepetition fees and expenses owed to them against any prepetition retainer held by them; and it is further

10. ORDERED that each Ordinary Course Professional shall within thirty (30) days after its employment is approved pursuant to this Order, serve upon the Office of the U.S. Trustee, counsel to the administrative agent for the Debtors' prepetition lenders, counsel to the

administrative agent for the Debtors' proposed debtor-in-possession lenders, counsel to any statutory creditors' committee appointed in these Chapter 11 Cases and the Debtors, and file with this Court (i) an affidavit certifying that such professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed, substantially in the form of Exhibit B to the Application; and it is further

11. ORDERED that upon retention of additional professionals retained in the ordinary course who are not already identified in Exhibit A to the Application, the Debtors shall promptly give notice to the U.S. Trustee, counsel to the administrative agent for the Debtors' prepetition lenders, counsel to the administrative agent for the Debtors' proposed debtor-in-possession lenders and counsel to any statutory creditors' committee appointed in these Chapter 11 Cases; and it is further

12. ORDERED that notwithstanding any provision in the Bankruptcy Rules to the contrary, the Debtors are not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order, and the Debtors may, in their discretion and without further delay, take any action and perform any act authorized under this Order; and it is further

13. ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the interpretation implementation and enforcement of this Order.

SO ORDERED

###