

**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.)
)

**MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER ESTABLISHING BAR
DATE FOR FILING REQUESTS FOR PAYMENT OF ADMINISTRATIVE EXPENSE
CLAIMS UNDER SECTIONS 105 AND 503(B)(9) OF THE BANKRUPTCY CODE AND
APPROVING FORM, MANNER, AND SUFFICIENCY OF NOTICE OF THE BAR
DATE PURSUANT TO BANKRUPTCY RULE 9007**

(“MOTION TO APPROVE SECTION 503(B)(9) CLAIM PROCEDURES”)

The above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), hereby move this Court (the “**Motion**”) for entry of an order (the “**Order**”), in substantially the form attached hereto as Exhibit B, establishing a bar date (the “**Section 503(b)(9) Bar Date**”) for administrative expense claims asserted under 11 U.S.C. § 503(b)(9) (the “**Section 503(b)(9) Claims**”), and approving the form, manner, and sufficiency of notice of the Section 503(b)(9) Bar Date. In support of this Motion, the Debtors respectfully state:²

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 Motion 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.

JURISDICTION

1. This Court has jurisdiction over this Motion 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 Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are Sections 105(a), 503(b) and 507(a) 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**”) and Rule 9007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

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. By this Motion, the Debtors seek an order (i) establishing the Section 503(b)(9) Bar Date as July 10, 2009 at 4:00 p.m. prevailing Eastern Time, (ii) authorizing the Debtors to implement procedures for the filing of Section 503(b)(9) Claims and (iii) approving the form, manner, and sufficiency of notice of the Section 503(b)(9) Bar Date.

BASIS FOR RELIEF

11. On April 20, 2005, the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 (the “**Act**”) was enacted into law. As part of the Act, Congress enacted Section 503(b)(9) of the Bankruptcy Code. That section provides that sellers of goods may request allowance of an administrative expense claim for the value of goods received by a debtor in the ordinary course of business within 20 days of the commencement of a case. See 11 U.S.C. § 503(b)(9).

12. The Debtors received goods in the ordinary course of business prior to the Petition Date. The Debtors believe that, without approval of this Motion, numerous vendors and suppliers of goods that delivered goods to the Debtors during the 20 days prior to the Petition Date (the “**Section 503(b)(9) Claimants**”) will file motions seeking allowance of Section 503(b)(9) Claims against the Debtor.

13. Section 503(b)(9) does not set any date by which Section 503(b)(9) Claims must be asserted. As Congress recognized, however, Section 503(b)(9) Claims potentially overlap with reclamation claims. See, e.g., 11 U.S.C. § 546(c)(2).

14. The Debtors seek approval of the Section 503(b)(9) Bar Date and related procedures that would, among other things, permit an expeditious determination of the Section 503(b)(9) Claims. In addition, the Debtors respectfully request that this Court approve the notice procedures set forth herein designed to apprise holders of potential Section 503(b)(9) Claims that if they fail to file a request for payment of such claims on or before the Section 503(b)(9) Bar Date, such holders will be forever barred and estopped from asserting their Section 503(b)(9) Claims against the Debtors and/or their estates.

A. Proposed Procedures Regarding Section 503(b)(9) Claims

15. To properly address all Section 503(b)(9) Claims, rather than on an ad hoc basis, the Debtors request that this Court establish July 10, 2009 at 4:00 p.m. prevailing Eastern Time as the Section 503(b)(9) Bar Date. The Debtors believe that such time period is adequate and appropriate under the circumstances because: (i) Bankruptcy Rule 2002 only requires twenty days notice of a claims bar date; and (ii) holders of reclamation claims are provided, by statute, only twenty days to file reclamation claims and, as noted above, Section 503(b)(9) Claims may overlap with reclamation claims (but also involve a shorter prepetition “look back” period).

16. To provide adequate notice, the Debtors propose to serve notice substantially in the form of Exhibit A (the “**Section 503(b)(9) Bar Date Notice**”), attached hereto and incorporated by reference herein, along with a preprinted Section 503(b)(9) proof of claim form (the “**Section 503(b)(9) Claim Form**”) in a form substantially similar to the form attached hereto as Annex I to the Section 503(b)(9) Bar Date Notice. The Debtors will also publish the Section 503(b)(9) Bar Date Notice and Section 503(b)(9) Claim Form on The Garden City Group, Inc.’s³ (the “**Noticing Agent**”) website at <http://www.sencorp-reorg.com>.

17. The Debtors will serve the Section 503(b)(9) Bar Date Notice and Section 503(b)(9) Claim Form as soon as practicable after entry of an order approving this Motion, but in no event later than five days following entry of the order. Such service will be made upon the consolidated list of creditors⁴ (the “**Notice Parties**”) via United States mail.

³ The Debtors are simultaneously requesting this Court for authority to retain and employ The Garden City Group, Inc. in the “Application of the Debtors to Employ and Retain The Garden City Group, Inc. as Noticing, Claims, and Balloting Agent for the Debtors and Debtors-in-Possession and Authorizing the Appointment of The Garden City Group, Inc. as Notice, Claims and Balloting Agent to the Office of the Clerk of the Court.”

⁴ The Debtors are simultaneously requesting this Court for authority to maintain a consolidated list of creditors in lieu of filing a mailing matrix in the “Motion of the Debtors for Entry of an Order Authorizing the Debtors to (I) Prepare a Consolidated List of Creditors and Equity Security Holders in Lieu of a Mailing Matrix, (II) File a Consolidated List of the Thirty Largest Unsecured Creditors and (III) Mail Initial Notices”.

B. Filing Of Section 503(b)(9) Claims

18. The Debtors request that all Section 503(b)(9) Claimants be required to set forth in their Section 503(b)(9) Claim with specificity: (i) the amount of the Section 503(b)(9) Claim and (ii) the particular Debtor against which the Section 503(b)(9) Claim is asserted. The Debtors further request that this Court require the Section 503(b)(9) Claim to include or attach the particular invoices or other supporting documentation for which any such Section 503(b)(9) Claim is being asserted and evidence that the goods with respect to which the Section 503(b)(9) Claim is being filed were received by the applicable Debtor during the 20 days prior to the Petition Date. Finally, any Section 503(b)(9) Claim must include a certification that the goods with respect to which the Section 503(b)(9) Claim is being filed were sold in the ordinary course of the Debtor's business. All of this required information should be sent to the following parties:

If by First Class Mail:

SENCORP Claims Processing Center
c/o U.S. Bankruptcy Court for the Southern District of Ohio
221 East Fourth Street
Atrium Two, Suite 800
Cincinnati, OH 45202

OR

If by Hand Delivery or Overnight Mail:

U.S. Bankruptcy Court for the Southern District of Ohio
221 East Fourth Street
Atrium Two, Suite 800
Cincinnati, OH 45202

AND

With a Copy to:

Latham & Watkins LLP
Sears Tower, Suite 5800
233 South Wacker Drive
Chicago, IL 60606
Attn: Sarah E. Barr, Esq.

With respect to service and filing of the Section 503(b)(9) Claims, the Debtors propose that holders of Section 503(b)(9) Claims be permitted to submit their Section 503(b)(9) Claims in person or by courier service, hand delivery, or mail. The Debtors further propose that, as is customary in this jurisdiction, facsimile and electronic mail submissions will not be accepted, and a Section 503(b)(9) Claim will be deemed filed only when actually delivered to and received by this Court, with a copy to Latham & Watkins LLP at the addresses listed in paragraph 18 above, in accordance with the foregoing procedures.

19. Finally, the Debtors request that any Section 503(b)(9) Claim that is not timely filed and served so as to be actually received on or before the Section 503(b)(9) Bar Date in the manner set forth herein, be disallowed, and that the holder of such Section 503(b)(9) Claim be forever barred, estopped, and permanently enjoined from asserting such Section 503(b)(9) Claim against the Debtors or their estates, and that such holder not be entitled to receive any distribution in these cases on account of such Section 503(b)(9) Claim or receive further notices regarding such Section 503(b)(9) Claim.

APPLICABLE AUTHORITY

20. Section 503(a) of the Bankruptcy Code provides that “an entity may timely file a request for payment of an administrative expense.” See 11 U.S.C. § 503(a) (emphasis added); In re American Metallurgical Prods. Co. v. Kirkpatrick & Lockhart, 228 B.R. 146, 154 (Bankr. W.D. Pa. 1998) (noting that an administrative expense claim may be tardily filed only for cause). Pursuant Section 105 of the Bankruptcy Code, this Court may issue any order “necessary

or appropriate” to carry out, among other things, the mandate of Section 503(a) of Bankruptcy Code. 11 U.S.C. § 105(a). The Debtors submit that for the reasons set forth above, adequate cause exists to fix the Section 503(b)(9) Bar Date as requested herein.

21. Additionally, Sections 105 and 503 of the Bankruptcy Code and Bankruptcy Rule 9007 together permit this Court to approve the proposed filing procedures set forth herein for the Section 503(b)(9) Claims (the “**Section 503(b)(9) Claims Procedures**”) and to approve the form, manner, and sufficiency of notice of the Section 503(b)(9) Bar Date and the Section 503(b)(9) Claims Procedures.

22. Such approval is essential for the efficient administration of the Debtors’ estates. Moreover, determining the amount and validity of Section 503(b)(9) Claims is necessary before the Debtors can fully formulate a plan of reorganization or liquidation. See 11 U.S.C. § 1129(a)(9)(A) (requiring payment in full of claims entitled to priority under Section 507(a)(2) of the Bankruptcy Code); see also, In re Global Home Products, LLC, No. 06-10340, 2006 WL 3791955, at *3 (Bankr. D. Del. Dec. 21,2006) (same).

23. Specifically, as noted above, under Section 503(b)(9) of the Bankruptcy Code, a claim is accorded administrative expense priority where such claim is for “the value of any goods received by the debtor within 20 days before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor’s business.” 11 U.S.C. § 503(b)(9). Furthermore, under Section 507(a)(2) of the Bankruptcy Code, administrative expenses allowed under Section 503(b) are granted priority status. See 11 U.S.C. § 507(a)(2).

24. In addition, the Section 503(b)(9) Bar Date Notice proposed by the Debtors is fair, reasonable, and adequate. The proposed notice period set forth herein exceeds the 20-day

notice required under Bankruptcy Rule 2002(a)(7) for the time fixed for filing proofs of claim under Bankruptcy Rule 3003(c). Moreover, all requests for administrative expense payments must be made promptly under the Bankruptcy Code. See 11 U.S.C. § 503(a) (“An entity may timely file a request for payment of an administrative expense, or may tardily file such request if permitted by the court for cause.”); American Metallurgical, 228 B.R. at 154 (noting than an administrative expense claim may be tardily filed only for cause).

25. As noted above, many holders of Section 503(b)(9) Claims may also maintain reclamation rights pursuant to Section 546 of the Bankruptcy Code. In accordance with Section 546(c)(1) of the Bankruptcy Code, these reclamation demands must have already been submitted within twenty days of the Petition Date. Any such reclamation demands will contain substantially the same information as is contained in any Section 503(b)(9) Claim, so such claimholders will not be prejudiced by the time frame for filing Section 503(b)(9) Claims proposed herein.⁵ In contrast, without the procedures set forth above as well as the establishment of the Section 503(b)(9) Bar Date, the Debtors will be hampered in their efforts to reorganize and may be put in a position of inadvertently paying for such Claims or goods twice—once in response to reclamation demands and once in response to administrative claims under Section 503(b)(9) of the Bankruptcy Code. Given the minimal prejudice to creditors compelled to file their Section 503(b)(9) Claims on or before the Section 503(b)(9) Bar Date, the proposed Section 503(b)(9) Claims Procedures are fair and in the best interests of the Debtors, their estates, and their creditors.

26. Moreover, this Court and other courts have routinely granted similar relief in other cases. See, e.g., In re Milacron Inc., Case No. 09-11235 (JVA) (Bankr. S.D. Ohio March

⁵ The information required for a reclamation demand under Section 546(c) of the Bankruptcy Code relates to the shipment of goods and invoices within the forty-five days prior to the Petition Date.

10, 2009); In re Tweeter Home Entertainment Group, Inc., Case No. 07-10787 (Walsh) (Bankr. D. Del. June 16, 2007); In re Radnor Holdings Corp., Case No. 06-10894 (Walsh) (Bankr. D. Del. Aug. 23, 2006); In re Aegis Mortgage Corporation, Case No. 07-11119 (Shannon) (Bankr. D. Del. Nov. 26, 2007).

27. Accordingly, for all of the foregoing reasons, the relief requested herein should be granted.

THE DEBTORS RESERVATION OF RIGHTS

28. Nothing contained herein is intended or should be construed as an admission of the validity of any claim against the Debtors, a waiver of the Debtors' rights to dispute any claim, or an approval or assumption of any agreement, contract or lease under Section 365 of the Bankruptcy Code.

WAIVER OF MEMORANDUM OF LAW

29. This Motion includes citations to the applicable authorities and a discussion of their application to this Motion. 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 Motion pursuant to Local Bankruptcy Rule 9013-1(a).

NOTICE

30. 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.

NO PRIOR REQUEST

31. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that this Court enter the Order, substantially in the form attached hereto as Exhibit B, establishing the Section 503(b)(9) Bar Date for the Section 503(b)(9) Claims, and approving the form, manner, and sufficiency of notice of the Section 503(b)(9) Bar Date, and (b) granting such other and further relief as this Court deems appropriate.

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

Section 503(b)(9) Bar Date Notice

**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.)
)

**NOTICE OF DEADLINE FOR THE FILING OF SECTION 503(B)(9) CLAIMS
(CLAIM FILING DEADLINE IS JULY 10, 2009)**

TO: ALL POTENTIAL HOLDERS OF ADMINISTRATIVE CLAIMS UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE FOR CERTAIN GOODS RECEIVED BY THE ABOVE CAPTIONED DEBTORS WITHIN 20 DAYS BEFORE MAY 8, 2009:

PLEASE TAKE NOTICE THAT JULY 10, 2009 AT 4:00 P.M. (PREVAILING EASTERN TIME) (THE “BAR DATE”) HAS BEEN ESTABLISHED AS THE DEADLINE FOR FILING A REQUEST FOR ALLOWANCE OF AN ADMINISTRATIVE EXPENSE CLAIM UNDER 11 U.S.C. § 503(b)(9) IN THE ABOVE-CAPTIONED CASES. All parties asserting administrative expense claims, as defined in Sections 101(5) and 503(b)(9) of 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), for the value of any goods sold in the ordinary course of business and received by the Debtors (as defined below) within twenty days before [_____, 2009] (the “Petition Date”) must file a request for payment on such claim (a “Section 503(b)(9) Claim”) on or before the Bar Date.

PERSONS OR ENTITIES WHO MUST FILE AN ADMINISTRATIVE CLAIM

On [_____, 2009], the United States Bankruptcy Court for the Southern District of Ohio (the “Court”) approved an order (the “Section 503(b)(9) Bar Date Order”) establishing the Bar Date. Section 503(a) of the Bankruptcy Code and the Section 503(b)(9) Bar Date Order require all persons and entities, including, without limitation, individuals, partnerships, corporations, estates, trusts, indenture trustees, unions and governmental units that assert a Claim (as defined in Section 101(5) of the Bankruptcy Code) under Section 503(b)(9) of Bankruptcy Code against any of the Debtors, to file a Section 503(b)(9) Claim. Any person or entity must file such Section 503(b)(9) Claim on or before the Bar Date.

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.

CONTENTS OF SECTION 503(B)(9) CLAIM

Each party submitting a Section 503(b)(9) Claim must:

- a) File the 503(b)(9) Claim in the form of the Section 503(b)(9) Claim Form, attached hereto as Annex I;
- b) Specify the amount of the Section 503(b)(9) Claim;
- c) Specify the particular Debtor against which the Section 503(b)(9) Claim is asserted;
- d) Certify that the goods with respect to which the Section 503(b)(9) Claim is being filed were sold in the ordinary course of the Debtor's business;
- e) Sign the Section 503(b)(9) Claim Form; and
- f) Include or attach the particular invoices or other supporting documentation for which any Section 503(b)(9) Claim is being asserted and evidence that the goods with respect to which the Section 503(b)(9) Claim is being asserted were received by the applicable Debtor during the 20 days prior to the Petition Date.

Any entity asserting a Section 503(b)(9) Claim against more than one Debtor must file a separate 503(b)(9) Claim Form with respect to each such Debtor. In addition, any party filing a 503(b)(9) Claim must identify on its 503(b)(9) Claim Form the particular Debtor against which its claim is asserted. A list of all the Debtors, together with their respective case numbers, is listed on Annex I hereto. If more than one Debtor is listed on the form, the proof of 503(b)(9) Claim will be treated as filed against only SENCORP.

TIME AND PLACE FOR FILING SECTION 503(B)(9) CLAIMS

Pursuant to the Section 503(b)(9) Bar Date Order, each Section 503(b)(9) Claim must be submitted such as to be **actually received** by each of the following parties no later than **4:00 p.m., prevailing Eastern Time, on July 10, 2009**:

If by First Class Mail:

SENCORP Claims Processing Center
c/o U.S. Bankruptcy Court for the Southern District of Ohio
221 East Fourth Street
Atrium Two, Suite 800
Cincinnati, OH 45202

OR

If by Hand Delivery or Overnight Mail:

U.S. Bankruptcy Court for the Southern District of Ohio
221 East Fourth Street
Atrium Two, Suite 800
Cincinnati, OH 45202

AND

With a Copy to:

Latham & Watkins LLP
Sears Tower, Suite 5800
233 South Wacker Drive
Chicago, IL 60606
Attn: Sarah E. Barr, Esq.

Any Section 503(b)(9) Claim may be submitted in person or by courier service, hand delivery or by mail addressed to the foregoing addresses. Any Section 503(b)(9) Claim submitted by facsimile or electronic mail will not be accepted and will not be deemed received until such Section 503(b)(9) Claim is submitted by one of the methods described in the first sentence of this paragraph.

CONSEQUENCES OF FAILURE TO FILE SECTION 503(B)(9) CLAIM

ANY PERSON OR ENTITY THAT FAILS TO FILE A SECTION 503(B)(9) CLAIM ON OR BEFORE THE BAR DATE SHALL BE FOREVER BARRED AND ESTOPPED FROM ASSERTING A SECTION 503(B)(9) CLAIM AGAINST THE DEBTORS, THEIR ESTATES, OR THE PROPERTY OF ANY OF THEM, ABSENT FURTHER ORDER OF THE COURT.

CLAIMS OTHER THAN SECTION 503(b)(9) CLAIMS

This Notice does not govern or relate to the filing of any claims or the assertion of any rights other than the Section 503(b)(9) Claims. Separate deadlines will be established for filing claims other than Section 503(b)(9) claims. Moreover, **separate notices and claim forms will be sent** when the Court establishes the bar date(s) for filing claims other than Section 503(b)(9) Claims.

RESERVATION OF RIGHTS

The Debtors reserve the right to dispute, or to assert offsets or defenses against, any filed Section 503(b)(9) Claim as to the nature, amount, liability, priority, classification or otherwise. Nothing contained in this Notice shall preclude the Debtors from objecting to any Section 503(b)(9) Claims on any grounds.

A HOLDER OF A POSSIBLE 503(b)(9) CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A 503(b)(9) CLAIM FORM.

ANNEX I TO SECTION 503(B)(9) BAR DATE NOTICE

Section 503(b)(9) Claim Form

PROOF OF 11 U.S.C. § 503(b)(9) CLAIM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF OHIO, WESTERN DIVISION

In re:

SENCORP., et al.,

Debtors.

Chapter 11
Case No. 09-12869 (JVA)
(Jointly Administered)
Honorable J. Vincent Aug, Jr.

THIS FORM SHOULD BE USED TO MAKE A CLAIM ONLY UNDER 11 U.S.C. § 503(b)(9). (See definition on the back of this form.)
DO NOT USE THIS FORM TO ASSERT ANY OTHER TYPE OF CLAIM.
A separate proof of claim form to be used for claims other than those under 11 U.S.C. § 503(b)(9) will be available at a later date.

Name and address of creditor (and name and address where notices should be sent if different from creditor): 	<u>DEBTOR AGAINST WHICH CLAIM IS ASSERTED (CHECK ONE):</u> <input type="checkbox"/> SENCORP (Case No. 09-12869) <input type="checkbox"/> Senco Products, Inc. (Case No. 09-12884) <input type="checkbox"/> Senco Export, Inc. (Case No. 09-12886) <input type="checkbox"/> SenSource Global Sourcing, LLC (Case No. 09-12877) <input type="checkbox"/> TyRex, LLC (Case No. 09-12876) <input type="checkbox"/> Nexicor, LLC (Case No. 09-12883) <input type="checkbox"/> Omnifast, LLC (Case No. 09-12881) <input type="checkbox"/> S C FINANCIAL, INC. (Case No. 09-12891) <input type="checkbox"/> Senco International, Inc. (Case No. 09-12880) <input type="checkbox"/> Sentron Medical, Inc. (Case No. 09-12872) <input type="checkbox"/> Gregg Laboratories, Inc. (Case No. 09-12875) <input type="checkbox"/> Global Fastening Solutions, LLC (Case No. 09-12887) <input type="checkbox"/> Agrifast, LLC (Case No. 09-12891)
Name and address where payment should be sent (if different from above): 	
LAST FOUR DIGITS OF ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: _____	Check here if this claim: <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated: _____

1. **BASIS FOR CLAIM:** The ONLY valid basis for a claim under 11 U.S.C. § 503(b)(9) is the value of goods sold in the ordinary course of the business of the Debtor and received by the Debtor within 20 days prior to the commencement of the case.

TOTAL AMOUNT OF SECTION 503(b)(9) CLAIM: \$ _____
 Check this box if claim includes interest or other charges in addition to the principal amount of the claim.
Attached itemized statement of all additional charges.

2. **DATE GOODS WERE RECEIVED BY THE DEBTOR:** _____, 2009

3. **BRIEF DESCRIPTION OF CLAIM AND GOODS:**

4. **CREDITS:** The amount of all payments on this claim must be credited and deducted for the purpose of making this proof of § 503(b)(9) claim.

5. **SUPPORTING DOCUMENTS:** *Attach copies of supporting documents*, such as purchase orders, invoices, itemized statements of running accounts, or contracts. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. Any attachment must be 8-1/2" by 11".

6. **ORDINARY COURSE CERTIFICATION:** By signing this claim form, you are certifying that the goods for which payment is sought hereby were sold to the Debtor in the ordinary course of the Debtor's business, as required by 11 U.S.C. § 503(b)(9).

MAILING AND FILING INSTRUCTIONS:

YOU MUST SEND YOUR PROOF OF § 503(b)(9) AS FOLLOWS:

If by First Class Mail:
SENCORP Claims Processing Center
c/o U.S. Bankruptcy Court for the Southern District of Ohio
221 East Fourth Street
Atrium Two, Suite 800
Cincinnati, OH 45202

Or if by Hand Delivery or Overnight Mail:
U.S. Bankruptcy Court for the Southern District of Ohio
221 East Fourth Street
Atrium Two, Suite 800
Cincinnati, OH 45202

And with a Copy To:
Latham & Watkins LLP
Sears Tower, Suite 5800
233 South Wacker Drive
Chicago, IL 60606

Attn: Sarah E. Barr, Esq.

Date: **Signature:** The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and phone number if different from the notice address above. Attach copy of power of attorney, if any.

INSTRUCTIONS FOR PROOF OF § 503(b)(9) CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED FOR EACH DEBTOR AGAINST WHICH YOU ASSERT A § 503(b)(9) CLAIM. PLEASE SEND YOUR COMPLETED CLAIM FORM AS FOLLOWS:

IF BY MAIL: SENCORP Claims Processing Center, c/o U.S. Bankruptcy Court for the Southern District of Ohio, 221 East Fourth Street, Atrium Two, Suite 800, Cincinnati, OH 45202

OR, IF BY HAND OR OVERNIGHT COURIER: U.S. Bankruptcy Court for the Southern District of Ohio, 221 East Fourth Street, Atrium Two, Suite 800, Cincinnati, OH 45202

AND WITH A COPY TO: Latham & Watkins LLP, Sears Tower, Suite 5800, 233 South Wacker Drive, Chicago, IL 60606, Attn: Sarah E. Barr, Esq.

ALL CLAIMS MUST BE RECEIVED ON OR BEFORE July 10, 2009 at 4:00 p.m (PREVAILING EASTERN TIME)

Any proof of § 503(b)(9) claim submitted by facsimile or e-mail will not be accepted.

THIS FORM IS NOT FOR GENERAL UNSECURED CLAIMS OR FOR ADMINISTRATIVE CLAIMS OTHER THAN THOSE ARISING UNDER 11 U.S.C. § 503(b)(9). Once a bar date is established for such claims, separate claim forms will be made available.

Debtor Against Which Claim is Asserted:

Check the box next to the Debtor to which you sold goods within 20 days prior to the commencement of the bankruptcy cases.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy cases. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the Debtor's account or other number used by the creditor to identify the Debtor.

1. Basis for Claim:

Insert the total amount of your § 503(b)(9) claim, accounting for adjustments (including credits).

Note that the only valid basis for a claim under 11 U.S.C. § 503(b)(9) is the value of goods sold to the Debtor and received by the Debtor within 20 days prior to the commencement of the bankruptcy cases in the ordinary course of the Debtor's business.

2. Date Goods Were Received by the Debtor:

Insert the date or dates that the goods were actually received by the Debtor.

3. Brief Description of Claim and Goods:

Briefly describe your claim and the goods sold to the Debtor.

4. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.

5. Supporting Documents:

ANY DOCUMENTS RELIED UPON BY ANY § 503(b)(9) CLAIMANT TO SUPPORT ITS § 503(b)(9) ADMINISTRATIVE EXPENSE CLAIM, INCLUDING ALL DOCUMENTS THAT PURPORT TO ESTABLISH THAT SUCH CLAIMANT SUPPLIED "GOODS" THAT WERE RECEIVED BY THE DEBTOR WITHIN 20 DAYS PRIOR TO THE COMMENCEMENT OF THE CASES, THE "VALUE" OF SUCH GOODS AND THAT SUCH GOODS WERE "SOLD TO THE DEBTOR IN THE ORDINARY COURSE OF THE DEBTOR'S BUSINESS," SHOULD BE ANNEXED TO THIS PROOF OF § 503(b)(9) CLAIM FORM. You may also attach a summary. FRBP 3001(c).

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case. The Debtors in these Chapter 11 cases are:

- SENCORP (Case No. 09-12869)
- Senco Products, Inc. (Case No. 09-12884)
- Senco Export, Inc. (Case No. 09-12886)
- SenSource Global Sourcing, LLC (Case No. 09-12877)
- TyRex, LLC (Case No. 09-12876)
- Global Fastening Solutions, LLC (Case No. 09-12887)
- AgriFast, LLC (Case No. 09-12890)
- Nexicor, LLC (Case No. 09-12883)
- Omnifast, LLC (Case No. 09-12881)
- S C FINANCIAL, INC. (Case No. 09-12891)
- Senco International, Inc. (Case No. 09-12880)
- Sentron Medical, Inc. (Case No. 09-12872)
- Gregg Laboratories, Inc. (Case No. 09-12875)

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Section 503(b)(9) Claim

A Section 503(b)(9) claim is a claim for the value of any goods received by a debtor within 20 days before the date of commencement of a bankruptcy case in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

INFORMATION

Acknowledgment of Filing of § 503(b)(9) Claim

To receive an acknowledgment of the filing of your claim from the Bankruptcy Court, enclose a stamped, self-addressed envelope and a copy of this Proof of Section 503(b)(9) Claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

EXHIBIT B

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 ESTABLISHING BAR DATE FOR FILING REQUESTS FOR
PAYMENT OF ADMINISTRATIVE EXPENSE CLAIMS UNDER SECTIONS 105
AND 503(B)(9) OF THE BANKRUPTCY CODE AND APPROVING FORM,
MANNER AND SUFFICIENCY OF NOTICE OF THE BAR DATE PURSUANT
TO BANKRUPTCY RULE 9007**

Upon consideration of the motion (the “Motion”)¹ of the Debtors² for entry of an order establishing a bar date and related procedures for filing of administrative expense claims under

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

² The Debtors in these Chapter 11 cases are: SENCORP, Senco Products, Inc., Senco Export, Inc., SenSource Global Sourcing, LLC, TyRex, LLC, Global Fastening Solutions, LLC, Agrifast, LLC, Nexicor, LLC, Omnifast, LLC, S C FINANCIAL, INC., Senco International, Inc., Sentron Medical, Inc., and Gregg Laboratories, Inc.

Section 503(b)(9) of the Bankruptcy Code and approving form, manner and sufficiency of notice of the Section 503(b)(9) Bar Date; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Motion and opportunity for objection having been given, with no objections or requests for hearing having been filed, or all objections having been overruled, as the case may be; and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefore, it is hereby:

1. ORDERED that the Motion is GRANTED in its entirety; and it is further
2. ORDERED that the Section 503(b)(9) Claims Procedures, the form of the Section 503(b)(9) Bar Date Notice, substantially in the form attached as Exhibit A to the Motion, the Section 503(b)(9) Claim Form, attached as Annex I to the Section 503(b)(9) Bar Date Notice and the manner of providing notice of the Section 503(b)(9) Bar Date proposed in the Motion are approved; and it is further
3. ORDERED that the Section 503(b)(9) Bar Date shall be July 10, 2009 at 4:00 p.m. prevailing Eastern Time; and it is further
4. ORDERED that the Section 503(b)(9) Bar Date Notice, together with the Section 503(b)(9) Claim Form, shall be served via United States mail to all Notice Parties as soon as practicable but in no event later than five days following the entry of this Order; and it is further
5. ORDERED that the Debtors shall publish the Section 503(b)(9) Bar Date Notice and Section 503(b)(9) Claim Form on the Noticing Agent's website at <http://www.sencorp-reorg.com>; and it is further

6. ORDERED that all persons or entities holding a Section 503(b)(9) Claim against the Debtors are required to file a Section 503(b)(9) Claim no later than the Section 503(b)(9) Claim Bar Date; and it is further

7. ORDERED that any holder of a Section 503(b)(9) Claim that fails to file a Section 503(b)(9) Claim by the Section 503(b)(9) Bar Date and in accordance with the procedure set forth in this Order is forever barred, estopped and permanently enjoined from asserting its Section 503(b)(9) Claim against the Debtors, their estates, or the property of any of them, and such holder shall not be entitled to receive any distribution in these Chapter 11 Cases on account of such Section 503(b)(9) Claim or receive further notices regarding such Section 503(b)(9) Claim, absent further order of this Court; and it is further

8. ORDERED that allowance and/or payment of the Section 503(b)(9) Claims is conditioned upon a Section 503(b)(9) Claimant's compliance with the Section 503(b)(9) Claims Procedures, which are hereby approved and include:

- a) Filing the 503(b)(9) Claim in the form of the Section 503(b)(9) Claim Form;
- b) Specifying the amount of the Section 503(b)(9) Claim;
- c) Specifying the particular Debtor against which the Section 503(b)(9) Claim is asserted;
- d) Certifying that the goods with respect to which the Section 503(b)(9) Claim is being filed were sold in the ordinary course of the Debtor's businesses; and
- e) Including or attaching the particular invoices or other supporting documentation for which any such Section 503(b)(9) Claim is being asserted and evidence that the goods with respect to which the Section 503(b)(9) Claim is being asserted were received by the applicable Debtor during the 20 days prior to the Petition Date.

and it is further

9. ORDERED that, for any Section 503(b)(9) Claim to be timely and properly filed, a signed original of the completed Section 503(b)(9) Claim, together with any and all

documentation, must be delivered to the following parties such as to be **received** by the Section 503(b)(9) Bar Date:

If by First Class Mail:

SENCORP Claims Processing Center
c/o U.S. Bankruptcy Court for the Southern District of Ohio
221 East Fourth Street
Atrium Two, Suite 800
Cincinnati, OH 45202

OR

If by Hand Delivery or Overnight Mail:

U.S. Bankruptcy Court for the Southern District of Ohio
221 East Fourth Street
Atrium Two, Suite 800
Cincinnati, OH 45202

AND

With a Copy to:

Latham & Watkins LLP
Sears Tower, Suite 5800
233 South Wacker Drive
Chicago, IL 60606
Attn: Sarah E. Barr, Esq.

and it is further

10. ORDERED that holders of Section 503(b)(9) Claims must submit their Section 503(b)(9) Claims in person or by courier service, hand delivery, or mail. Facsimile and electronic mail submissions of Section 503(b)(9) Claims will not be accepted, and a Section 503(b)(9) Claim will be deemed filed only when actually delivered to and received by this Court, with a copy to Latham & Watkins LLP, at the addresses listed in the previous paragraph, in accordance with the procedures set forth in this Order; and it is further

11. ORDERED that nothing in this Order shall be construed to limit, or in any way affect, the Debtors' ability to dispute any Section 503(b)(9) Claim on any ground, or to assert offsets against or defenses to such claim, as to amount, liability, or otherwise; and it is further

12. ORDERED that nothing contained in this Order shall be deemed to constitute an assumption or rejection of any executory contract or prepetition or postpetition agreement, or to require the Debtors to make any of the payments authorized herein; and it is further

13. ORDERED that all time periods set forth in this Order shall be calculated in accordance with Rule 9006(a) of the Federal Rules of Bankruptcy Procedure; and it is further

14. ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

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

SO ORDERED.

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