

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

In re:) Chapter 11
)
SENCORP) Case No. 09-12869 (JVA)
)
Debtor.) Honorable J. Vincent Aug, Jr.

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In re:) Chapter 11
)
Senco Products, Inc.) Case No. 09-12884 (JVA)
)
Debtor.) Honorable J. Vincent Aug, Jr.

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In re:) Chapter 11
)
Senco Export, Inc.) Case No. 09-12886 (JVA)
)
Debtor.) Honorable J. Vincent Aug, Jr.

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In re:) Chapter 11
)
SenSource Global Sourcing, LLC) Case No. 09-12877 (JVA)
)
Debtor.) Honorable J. Vincent Aug, Jr.

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In re:) Chapter 11
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TyRex, LLC) Case No. 09-12876 (JVA)
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Global Fastening Solutions, LLC) Case No. 09-12887 (JVA)
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In re:) Chapter 11
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Agrifast, LLC) Case No. 09-12890 (JVA)
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In re:) Chapter 11
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Nexicor, LLC) Case No. 09-12883 (JVA)
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Omnifast, LLC) Case No. 09-12881 (JVA)
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Senco International, Inc.) Case No. 09-12880 (JVA)
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In re:) Chapter 11
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Sentron Medical, Inc.) Case No. 09-12872 (JVA)
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Debtor.) Honorable J. Vincent Aug, Jr.
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In re:)	Chapter 11
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Gregg Laboratories, Inc.)	Case No. 09-12875 (JVA)
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Debtor.)	Honorable J. Vincent Aug, Jr.
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**MOTION OF DEBTORS FOR THE ENTRY OF AN ORDER
 (A) SCHEDULING AN EXPEDITED HEARING ON FIRST DAY
 MOTIONS AND APPLICATIONS FILED BY THE DEBTORS
 AND (B) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

(“MOTION TO EXPEDITE FIRST DAY HEARING”)

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 A, scheduling an expedited hearing on the first day motions and applications filed by the Debtors contemporaneously herewith¹ (collectively, the “**First Day Motions**”) and approving the form and manner of notice thereof. In support of this Motion, the Debtors respectfully state:²

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 basis for the relief requested herein is Sections 105 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended by the Bankruptcy Abuse Prevention

¹ Certain First Day Motions do not require an expedited hearing and are not the subject of this Motion. The First Day Motions to be heard at the expedited hearing are listed in the agenda attached as Exhibit 1 to the Order.

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.

and Consumer Protection Act of 2005 (the “**Bankruptcy Code**”) and Local Bankruptcy Rule (“**LBR**”) 9073-1.

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 are seeking the entry of an order (a) scheduling an expedited hearing on the First Day Motions and (b) approving the form and manner of notice thereof.

BASIS FOR RELIEF

11. As described in detail in each of the First Day Motions and the First Day Affidavit filed in support of the First Day Motions, the relief requested in the First Day Motions is essential to maintaining the viability of the Debtors' businesses and allowing the Debtors to maximize the value of their estates. Accordingly, the Debtors believe that the First Day Motions

involve matters that require an expedited, emergency hearing and respectfully request that this Court schedule such a hearing on all of the First Day Motions to be conducted as soon as possible.

12. To allow the relief sought in the First Day Motions to be heard in an expedited manner, the Debtors respectfully request that this Court enter the Order attached hereto as Exhibit A setting a first day hearing (the “**First Day Hearing**”) on the First Day Motions described in the proposed first day agenda attached to the Order as Exhibit 1. A copy of the proposed notice of First Day Hearing (the “**First Day Notice**”) is attached to the Order as Exhibit 2.

13. In accordance with LBR 9073-1, the Debtors shall serve the First Day Notice, attached to the Order as Exhibit 2, via overnight mail and, to the extent possible, via electronic mail or facsimile on (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) the creditors listed on the Debtors’ consolidated list of thirty largest unsecured creditors, as filed with the chapter 11 petitions; (v) all parties asserting a security interest in the assets of the Debtors to the extent reasonably known to the Debtors; and (vi) any governmental unit listed in LBR 5003-1(d).

WAIVER OF MEMORANDUM OF LAW

14. 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

15. 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

16. No prior Motion for the relief requested herein has been made to this Court or any other court.

WHEREFORE, the Debtors respectfully request that this Court (a) enter the Order, substantially in the form attached hereto as Exhibit A, scheduling an expedited hearing on the First Day Motions and approving the form and manner thereof and (b) grant such other and further relief as this Court deems appropriate.

Dated: May 8, 2009
Cincinnati, OH

Respectfully submitted,

LATHAM & WATKINS LLP

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Stephen R. Tetro II (pro hac vice motion pending)
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- and -

FROST BROWN TODD LLC

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

EXHIBIT A

Proposed Order

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

In re:) Chapter 11
)
SENCORP) Case No. 09-12869 (JVA)
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Debtor.) Honorable J. Vincent Aug, Jr.

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Senco International, Inc.)	Case No. 09-12880
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Sentron Medical, Inc.)	Case No. 09-12872 (JVA)
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In re:)	Chapter 11
)	
Gregg Laboratories, Inc.)	Case No. 09-12875 (JVA)
)	
Debtor.)	Honorable J. Vincent Aug, Jr.
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_____)	

**ORDER (A) SCHEDULING AN EXPEDITED HEARING
ON FIRST DAY MOTIONS AND APPLICATIONS FILED BY THE DEBTORS
AND (B) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon consideration of the motion (the "Motion")¹ of the above-captioned Debtors for entry of an order scheduling an expedited hearing on the First Day Motions and approving the form and manner thereof; 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

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

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; and it is further
2. ORDERED that this Court shall hear the First Day Motions at _____ (prevailing Eastern time) on _____, 2009 at Courtroom _____, United States Bankruptcy Court for the Southern District of Ohio, Cincinnati Divisional Office, 221 E. Fourth Street, Atrium Two Suite 800, Cincinnati, Ohio 45202 (the "**First Day Hearing**"). The agenda for the First Day Hearing is attached hereto as Exhibit 1; and it is further
3. ORDERED that the First Day Notice attached hereto as Exhibit 2 is approved in all respects and shall be served on (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) the creditors listed on the Debtors' consolidated list of thirty largest unsecured creditors, as filed with the chapter 11 petitions; (v) all parties asserting a security interest in the assets of the Debtors to the extent reasonably known to the Debtors; and (vi) any governmental unit listed in LBR 5003-1(d) via overnight mail and, to the extent possible, via electronic mail or facsimile; and it is further
4. ORDERED that the requirement set forth in Rule 9013-1 of the Local Bankruptcy Rules for the Southern District of Ohio that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived; and it is further

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

SO ORDERED.

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EXHIBIT 1 TO ORDER

Proposed Agenda for First Day Hearing

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

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

PROPOSED AGENDA

Set forth for Your Honor’s review are the matters proposed to be scheduled for hearing at _____ .m. on May ____, 2009 (the “**First Day Hearings**”). The numbers below correspond to the tabs in the “First Day Binder,” which will delivered to chambers.

I. INTRODUCTION

Preliminary Remarks and Introductions

1. Affidavit of David T. Fyffe, Vice President-Corporate Financial Operations and Treasurer of SENCORP, in Support of First Day Motions [DN 4]

II. FIRST DAY PLEADINGS

The Debtors request consideration by this Court of the following pleadings (the “**First Day Pleadings**”) at the First Day Hearings:

2. Motion for Entry of an Order pursuant to Rule 1015(B) of the Federal Rules of Bankruptcy Procedure Directing Joint Administration of the Debtors’ Chapter 11 Cases [DN 3];
3. Motion of the Debtors for an Order Waiving Compliance with Local Bankruptcy Rule 9013-2 in Connection with Certain First Day Motions and Applications [DN 5];

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.

4. 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 [DN 6];
5. Motion for Entry of an Order Establishing Certain Notice, Case Management and Administrative Procedures [DN 7];
6. Motion for Entry of an Order Granting the Debtors Additional Time Within Which to file Schedules and Statements [DN 10];
7. Motion of the Debtors for Entry of an Order (i) Approving Continued Use of Existing Cash Management System, (ii) Authorizing Use of Prepetition Bank Accounts and Business Forms, (iii) Waiving Certain Requirements of the United States Trustee, and (iv) Waiving the Requirements of 11 U.S.C. § 345(b) [DN 12];
8. Motion of the Debtors or Authority to Continue Intercompany Transfers Among Debtors and With Non-Debtor Affiliates [DN 13];
9. Motion of the Debtors for an Order (a) Authorizing the Debtors to (1) Pay and Honor Certain Prepetition Claims for (i) Wages, Salaries, Employee Benefits and Other Compensation, (ii) Withholdings and Deductions and (iii) Reimbursable Expenses; (2) Continue to Provide Certain Employee Benefits in the Ordinary Course of Business; (3) Pay All Related Costs and Expenses; and (b) Directing Banks to Receive, Process, Honor and Pay All Checks Presented for Payment and Electronic Payment Requests Relating to the Foregoing [DN 14];
10. Motion of the Debtors for an Order Authorizing Payment of Certain Prepetition Claims of Critical Vendors [DN 15];
11. Motion of the Debtors for Entry of an Order Authorizing the Debtors to Honor Certain Prepetition Obligations to Customers and to Otherwise Continue in the Ordinary Course of Business Their Customer Programs and Practices [DN 16];
12. Motion of the Debtors for Entry of an Order Authorizing the Debtors (a) to Maintain Postpetition Financing of Insurance Premiums and Renewals Thereof and (b) to pay Prepetition Premiums Necessary to Maintain Insurance Coverage in Current Effect [DN 17];
13. Motion of the Debtors for Entry of an Order Under 11 U.S.C. §§ 105(A) and 366 (i) Prohibiting Utilities from Discontinuing, Altering, or Refusing Service, (ii) Establishing Procedures for Determining Adequate Assurances of Payment, and (iii) Establishing Procedures for Utilities to Opt Out of the Debtors' Proposed Procedures for Adequate Assurance [DN 18];
14. Motion of the Debtors for Entry of an Order Authorizing the Debtors to (i) Pay in the Ordinary Course of Business Prepetition Claims of Shippers and Warehousemen and (ii) Satisfy the United States Customs Duties Imposed on Shipments from Foreign Suppliers and Prepetition Obligations of Service Providers in the Debtors' Foreign Supply Chain [DN 19];

15. Motion of the Debtors for Entry of an Order (a) Authorizing the Debtors to Remit and Pay Sales, Use, and Franchise Taxes and Certain Other Government Charges and (b) Approving Related Relief [DN 20];
16. Application to Retain, Employ and Compensate Frost Brown Todd LLC as Co-Counsel for the Debtors [DN 21] **(Request for entry of interim order)**;
17. Application of the Debtors to Employ and Retain Latham & Watkins LLP as Attorneys for the Debtors and Debtors-in-Possession [DN 22] **(Request for entry of interim order)**;
18. Application of the Debtors to Employ and Retain Mesirow Financial, Inc. as Investment Banker for the Debtors and Debtors-in-Possession [DN 23] **(Request for entry of interim order)**;
19. Application of the Debtors to Employ and Retain The Garden City Group, Inc. as Notice, 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 [DN 24] **(Request for entry of interim order)**;
20. Application of the Debtors to Employ and Retain Morris-Anderson & Associates Ltd. as Financial Advisors for the Debtors and Debtors-in-Possession [DN 25] **(Request for entry of interim order)**;
21. Motions for Entry of Orders Admitting Josef S. Athanas and Stephen R. Tetro, II to Appear *Pro Hac Vice* [DN 26 & 27];
22. Motion for Entry of an Order Scheduling an Expedited Hearing on Debtors' Motion Establishing Bidding and Auction Procedures Related to the Potential Sale of All of the Debtors' Assets [DN 36];
23. Emergency Motion for Interim and Final Orders (i) Authorizing Debtors to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362 and 364; (ii) Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363, (iii) Granting Liens and Superpriority Claims; (iv) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. § 361, 362, 363 and 364, and (v) Scheduling Final Hearing on the Debtors' Motion to Incur such Financing on a Permanent Basis Pursuant to Bankruptcy Rule 4001 [DN 28];
24. Motion of the Debtors for the Entry of an Order (A) Scheduling an Expedited Hearing On First Day Motions and Applications Filed By the Debtors and (B) Approving the Form and Manner of Notice Thereof; and
25. Motion of Debtors for the Entry of a Bridge Order with Respect to Employee Wages and Other Employee Benefits [DN 37].

III. ADDITIONAL PLEADINGS

In addition to the First Day Pleadings, the Debtors have filed the following pleadings, which the Debtors request to have set for hearing as indicated below, along with certain of the First Day Pleadings that the Debtors request to be set for subsequent final hearing:

26. 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 [DN 29];
****Request to have set for hearing at first omnibus hearing date****
27. Motion of the Debtors for Entry of an Administrative Order Pursuant to 11 U.S.C. §§ 105(A) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Chapter 11 Professionals [DN 30];
****Request to have set for hearing at first omnibus hearing date****
28. Motion of the Debtors for an Order Under 11 U.S.C. § 365(a) Authorizing Rejection of Certain Executory Contracts [DN 31];
****Request to have set for hearing at first omnibus hearing date****
29. 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 [DN 32];
****Request to have set for hearing at first omnibus hearing date****
30. Motion of the Debtors for an Order Providing that Creditors' Committees Are Not Authorized or Required to Provide Access to Confidential Information of the Debtors or to Privileged Information [DN 33];
****Request to have set for hearing at first omnibus hearing date****
31. Motion of the Debtors for an Order Authorizing and Approving the Debtors' Employee Incentive Program [DN 34];
****Request to have set for hearing at first omnibus hearing date****
32. Motion Pursuant to 11 U.S.C. §§ 105(A), 363, 365, and Bankruptcy and Bankruptcy Rules 2002, 6004, 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of All of the Debtors' Assets; (B) Approving Bid Protections for the Sale of the Debtors' Assets; (C) Scheduling an Auction and Sale Hearing for the Sale of the Debtors' Assets; (D) Establishing Certain Notice Procedures for Determining Cure Amounts for Executory Contracts and Leases to be Assigned; and (E) Granting Certain Related Relief; and (II) Entry of an Order (A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases [DN 35]
****Request to have set for hearing****
33. Application to Retain, Employ and Compensate Frost Brown Todd LLC as Co-Counsel for the Debtors [DN 21] **(Request for entry of final order)**;
****Request to have set for hearing at first omnibus hearing date****
34. Application of the Debtors to Employ and Retain Latham & Watkins LLP as Attorneys for the Debtors and Debtors-in-Possession [DN 22] **(Request for entry of final order)**;
****Request to have set for hearing at first omnibus hearing date****

35. Application of the Debtors to Employ and Retain Mesirow Financial, Inc. as Investment Banker for the Debtors and Debtors-in-Possession [DN 23] **(Request for entry of final order);**
****Request to have set for hearing at first omnibus hearing date****
36. Application of the Debtors to Employ and Retain The Garden City Group, Inc. as Notice, 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 [DN 24] **(Request for entry of final order);**
****Request to have set for hearing at first omnibus hearing date****
37. Application of the Debtors to Employ and Retain Morris-Anderson & Associates Ltd. as Financial Advisors for the Debtors and Debtors-in-Possession [DN 25] **(Request for entry of final order);**
****Request to have set for hearing at first omnibus hearing date****
38. Motion of the Debtors for Entry of an Order Under 11 U.S.C. §§ 105(A) and 366 (i) Prohibiting Utilities from Discontinuing, Altering, or Refusing Service, (ii) Establishing Procedures for Determining Adequate Assurances of Payment, and (iii) Establishing Procedures for Utilities to Opt Out of the Debtors' Proposed Procedures for Adequate Assurance [DN 18];
****Request to be set for subsequent final hearing****
39. Emergency Motion for Interim and Final Orders (i) Authorizing Debtors to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362 and 364; (ii) Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363, (iii) Granting Liens and Superpriority Claims; (iv) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. § 361, 362, 363 and 364, and (v) Scheduling Final Hearing on the Debtors' Motion to Incur such Financing on a Permanent Basis Pursuant to Bankruptcy Rule 4001 [DN 28].
****Request to be set for subsequent final hearing****

Dated: May ___, 2009
Cincinnati, OH

Respectfully submitted,

LATHAM & WATKINS LLP

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- and -

FROST BROWN TODD LLC

By: /s/ Ronald E. Gold

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

EXHIBIT 2 TO ORDER

First Day Notice

**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)
	)	(Joint Administration Requested)
)	
	)	Honorable J. Vincent Aug, Jr.
Debtors.)	
)	

**NOTICE OF CHAPTER 11 FILING AND EXPEDITED HEARINGS ON CERTAIN
FIRST DAY MOTIONS OF DEBTORS AND DEBTORS IN POSSESSION**

PLEASE TAKE NOTICE THAT:

A. Commencement of Chapter 11 Cases and Notice of First Day Hearing

1. On May 8, 2009, SENCORP and certain of its affiliates and subsidiaries (collectively, the “**Debtors**”),¹ filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Ohio (the “**Court**”).

2. Together with their petitions, the Debtors also filed and requested an expedited hearing before this Court (the “**First Day Hearing**”) on the following motions and applications (the “**First Day Motions**”):

- a. Motion for Entry of an Order pursuant to Rule 1015(B) of the Federal Rules of Bankruptcy Procedure Directing Joint Administration of 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.

- b. Affidavit of David T. Fyffe, Vice President-Chief Financial Operations and Treasurer of SENCORP, in Support of First Day Motions;
- c. Motion of the Debtors for an Order Waiving Compliance with Local Bankruptcy Rule 9013-2 in Connection with Certain First Day Motions and Applications;
- d. 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;
- e. Motion for Entry of an Order Establishing Certain Notice, Case Management and Administrative Procedures;
- f. Motion for Entry of an Order Granting the Debtors Additional Time Within Which to file Schedules and Statements;
- g. Motion of the Debtors for Entry of an Order (i) Approving Continued Use of Existing Cash Management System, (ii) Authorizing Use of Prepetition Bank Accounts and Business Forms, (iii) Waiving Certain Requirements of the United States Trustee, and (iv) Waiving the Requirements of 11 U.S.C. § 345(B);
- h. Motion of the Debtors or Authority to Continue Intercompany Transfers Among Debtors and With Non-Debtor Affiliates;
- i. Motion of the Debtors for an Order (a) Authorizing the Debtors to (1) Pay and Honor Certain Prepetition Claims for (i) Wages, Salaries, Employee Benefits and Other Compensation, (ii) Withholdings and Deductions and (iii) Reimbursable Expenses; (2) Continue to Provide Certain Employee Benefits in the Ordinary Course of Business; (3) Pay All Related Costs and Expenses; and (b) Directing Banks to Receive, Process, Honor and Pay All Checks Presented for Payment and Electronic Payment Requests Relating to the Foregoing;
- j. Motion of the Debtors for an Order Authorizing Payment of Certain Prepetition Claims of Critical Vendors;
- k. Motion of the Debtors for Entry of an Order Authorizing the Debtors to Honor Certain Prepetition Obligations to Customers and to Otherwise Continue in the Ordinary Course of Business Their Customer Programs and Practices;
- l. Motion of the Debtors for Entry of an Order Authorizing the Debtors (a) to Maintain Postpetition Financing of Insurance Premiums and Renewals Thereof and (b) to pay Prepetition Premiums Necessary to Maintain Insurance Coverage in Current Effect;

- m. Motion of the Debtors for Entry of an Order Under 11 U.S.C. §§ 105(A) and 366 (i) Prohibiting Utilities from Discontinuing, Altering, or Refusing Service, (ii) Establishing Procedures for Determining Adequate Assurances of Payment, and (iii) Establishing Procedures for Utilities to Opt Out of the Debtors' Proposed Procedures for Adequate Assurance;
- n. Motion of the Debtors for Entry of an Order Authorizing the Debtors to (i) Pay in the Ordinary Course of Business Prepetition Claims of Shippers and Warehousemen and (ii) Satisfy the United States Customs Duties Imposed on Shipments from Foreign Suppliers and Prepetition Obligations of Service Providers in the Debtors' Foreign Supply Chain;
- o. Motion of the Debtors for Entry of an Order (a) Authorizing the Debtors to Remit and Pay Sales, Use, and Franchise Taxes and Certain Other Government Charges and (b) Approving Related Relief;
- p. Application to Retain, Employ and Compensate Frost Brown Todd LLC as Co-Counsel for the Debtors;
- q. Application of the Debtors to Employ and Retain Latham & Watkins LLP as Attorneys for the Debtors and Debtors-in-Possession;
- r. Application of the Debtors to Employ and Retain Mesirow Financial, Inc. as Investment Banker for the Debtors and Debtors-in-Possession;
- s. Application of the Debtors to Employ and Retain The Garden City Group, Inc. as Notice, 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;
- t. Application of the Debtors to Employ and Retain Morris-Anderson & Associates Ltd. as Financial Advisors for the Debtors and Debtors-in-Possession;
- u. Motions for Entry of Orders Admitting Josef S. Athanas and Stephen R. Tetro, II to Appear *Pro Hac Vice*;
- v. Motion for Entry of an Order Scheduling an Expedited Hearing on Debtors' Motion Establishing Bidding and Auction Procedures Related to the Potential Sale of All of the Debtors' Assets;
- w. Emergency Motion for Interim and Final Orders (i) Authorizing Debtors to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362 and 364; (ii) Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363, (iii) Granting Liens and Superpriority Claims; (iv) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. § 361, 362, 363 and 364, and (v) Scheduling Final Hearing on the Debtors' Motion to

Incur such Financing on a Permanent Basis Pursuant to Bankruptcy Rule 4001;

- x. Motion of Debtors for the Entry of a Bridge Order with Respect to Employee Wages and Other Employee Benefits; and
- y. Motion of the Debtors for the Entry of an Order (A) Scheduling and Expedited Hearing On First Day Motions and Applications Filed By the Debtors and (B) Approving the Form and Manner of Notice Thereof

3. This Court scheduled the First Day Hearing for [____], 2009 at [____] [__].m. (Prevailing Eastern time) in Courtroom [____] at the United States Bankruptcy Court for the Southern District of Ohio, Cincinnati Divisional Office, 221 E. Fourth Street, Atrium Two, Suite 800, Cincinnati, Ohio 45202.

B. Deadline for Objections and Copies of Pleadings

4. A copy of each of the First Day Motions can be viewed on this Court's website at www.ecf.ohsb.uscourts.gov and on the SENCORP Legal Information Website at <http://www.sencorp-reorg.com>.

5. Your rights may be affected. You should read the First Day Motions carefully and discuss them with your attorney if you have one in this bankruptcy case. (If you do not have one in this bankruptcy case, you may wish to consult one.)

6. If you do not want this Court to grant the relief requested in the First Day Motions, or if you want this Court to consider your view on the First Day Motions, you or your attorney must attend the First Day Hearing. **If you or your attorney do not attend the First Day Hearing, this Court may grant the relief requested in the First Day First Day Motions.**

Dated: May 8, 2009
Cincinnati, OH

Respectfully submitted,

LATHAM & WATKINS LLP

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

EXHIBIT 1 TO NOTICE

Proposed First Day Agenda

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

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

PROPOSED AGENDA

Set forth for Your Honor's review are the matters proposed to be scheduled for hearing at _____ .m. on May ____, 2009 (the "**First Day Hearings**"). The numbers below correspond to the tabs in the "First Day Binder," which will be delivered to chambers.

I. INTRODUCTION

Preliminary Remarks and Introductions

1. Affidavit of David T. Fyffe, Vice President-Corporate Financial Operations and Treasurer of SENCORP, in Support of First Day Motions [DN 4]

II. FIRST DAY PLEADINGS

The Debtors request consideration by this Court of the following pleadings (the "**First Day Pleadings**") at the First Day Hearings:

2. Motion for Entry of an Order pursuant to Rule 1015(B) of the Federal Rules of Bankruptcy Procedure Directing Joint Administration of the Debtors' Chapter 11 Cases [DN 3];
3. Motion of the Debtors for an Order Waiving Compliance with Local Bankruptcy Rule 9013-2 in Connection with Certain First Day Motions and Applications [DN 5];

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.

4. 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 [DN 6];
5. Motion for Entry of an Order Establishing Certain Notice, Case Management and Administrative Procedures [DN 7];
6. Motion for Entry of an Order Granting the Debtors Additional Time Within Which to file Schedules and Statements [DN 10];
7. Motion of the Debtors for Entry of an Order (i) Approving Continued Use of Existing Cash Management System, (ii) Authorizing Use of Prepetition Bank Accounts and Business Forms, (iii) Waiving Certain Requirements of the United States Trustee, and (iv) Waiving the Requirements of 11 U.S.C. § 345(b) [DN 12];
8. Motion of the Debtors or Authority to Continue Intercompany Transfers Among Debtors and With Non-Debtor Affiliates [DN 13];
9. Motion of the Debtors for an Order (a) Authorizing the Debtors to (1) Pay and Honor Certain Prepetition Claims for (i) Wages, Salaries, Employee Benefits and Other Compensation, (ii) Withholdings and Deductions and (iii) Reimbursable Expenses; (2) Continue to Provide Certain Employee Benefits in the Ordinary Course of Business; (3) Pay All Related Costs and Expenses; and (b) Directing Banks to Receive, Process, Honor and Pay All Checks Presented for Payment and Electronic Payment Requests Relating to the Foregoing [DN 14];
10. Motion of the Debtors for an Order Authorizing Payment of Certain Prepetition Claims of Critical Vendors [DN 15];
11. Motion of the Debtors for Entry of an Order Authorizing the Debtors to Honor Certain Prepetition Obligations to Customers and to Otherwise Continue in the Ordinary Course of Business Their Customer Programs and Practices [DN 16];
12. Motion of the Debtors for Entry of an Order Authorizing the Debtors (a) to Maintain Postpetition Financing of Insurance Premiums and Renewals Thereof and (b) to pay Prepetition Premiums Necessary to Maintain Insurance Coverage in Current Effect [DN 17];
13. Motion of the Debtors for Entry of an Order Under 11 U.S.C. §§ 105(A) and 366 (i) Prohibiting Utilities from Discontinuing, Altering, or Refusing Service, (ii) Establishing Procedures for Determining Adequate Assurances of Payment, and (iii) Establishing Procedures for Utilities to Opt Out of the Debtors' Proposed Procedures for Adequate Assurance [DN 18];
14. Motion of the Debtors for Entry of an Order Authorizing the Debtors to (i) Pay in the Ordinary Course of Business Prepetition Claims of Shippers and Warehousemen and (ii) Satisfy the United States Customs Duties Imposed on Shipments from Foreign Suppliers and Prepetition Obligations of Service Providers in the Debtors' Foreign Supply Chain [DN 19];

15. Motion of the Debtors for Entry of an Order (a) Authorizing the Debtors to Remit and Pay Sales, Use, and Franchise Taxes and Certain Other Government Charges and (b) Approving Related Relief [DN 20];
16. Application to Retain, Employ and Compensate Frost Brown Todd LLC as Co-Counsel for the Debtors [DN 21] **(Request for entry of interim order)**;
17. Application of the Debtors to Employ and Retain Latham & Watkins LLP as Attorneys for the Debtors and Debtors-in-Possession [DN 22] **(Request for entry of interim order)**;
18. Application of the Debtors to Employ and Retain Mesirow Financial, Inc. as Investment Banker for the Debtors and Debtors-in-Possession [DN 23] **(Request for entry of interim order)**;
19. Application of the Debtors to Employ and Retain The Garden City Group, Inc. as Notice, 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 [DN 24] **(Request for entry of interim order)**;
20. Application of the Debtors to Employ and Retain Morris-Anderson & Associates Ltd. as Financial Advisors for the Debtors and Debtors-in-Possession [DN 25] **(Request for entry of interim order)**;
21. Motions for Entry of Orders Admitting Josef S. Athanas and Stephen R. Tetro, II to Appear *Pro Hac Vice* [DN 26 & 27];
22. Motion for Entry of an Order Scheduling an Expedited Hearing on Debtors' Motion Establishing Bidding and Auction Procedures Related to the Potential Sale of All of the Debtors' Assets [DN 36];
23. Emergency Motion for Interim and Final Orders (i) Authorizing Debtors to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362 and 364; (ii) Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363, (iii) Granting Liens and Superpriority Claims; (iv) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. § 361, 362, 363 and 364, and (v) Scheduling Final Hearing on the Debtors' Motion to Incur such Financing on a Permanent Basis Pursuant to Bankruptcy Rule 4001 [DN 28];
24. Motion of the Debtors for the Entry of an Order (A) Scheduling an Expedited Hearing On First Day Motions and Applications Filed By the Debtors and (B) Approving the Form and Manner of Notice Thereof; and
25. Motion of Debtors for the Entry of a Bridge Order with Respect to Employee Wages and Other Employee Benefits [DN 37].

III. ADDITIONAL PLEADINGS

In addition to the First Day Pleadings, the Debtors have filed the following pleadings, which the Debtors request to have set for hearing as indicated below, along with certain of the First Day Pleadings that the Debtors request to be set for subsequent final hearing:

26. 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 [DN 29];
****Request to have set for hearing at first omnibus hearing date****
27. Motion of the Debtors for Entry of an Administrative Order Pursuant to 11 U.S.C. §§ 105(A) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Chapter 11 Professionals [DN 30];
****Request to have set for hearing at first omnibus hearing date****
28. Motion of the Debtors for an Order Under 11 U.S.C. § 365(a) Authorizing Rejection of Certain Executory Contracts [DN 31];
****Request to have set for hearing at first omnibus hearing date****
29. 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 [DN 32];
****Request to have set for hearing at first omnibus hearing date****
30. Motion of the Debtors for an Order Providing that Creditors' Committees Are Not Authorized or Required to Provide Access to Confidential Information of the Debtors or to Privileged Information [DN 33];
****Request to have set for hearing at first omnibus hearing date****
31. Motion of the Debtors for an Order Authorizing and Approving the Debtors' Employee Incentive Program [DN 34];
****Request to have set for hearing at first omnibus hearing date****
32. Motion Pursuant to 11 U.S.C. §§ 105(A), 363, 365, and Bankruptcy and Bankruptcy Rules 2002, 6004, 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of All of the Debtors' Assets; (B) Approving Bid Protections for the Sale of the Debtors' Assets; (C) Scheduling an Auction and Sale Hearing for the Sale of the Debtors' Assets; (D) Establishing Certain Notice Procedures for Determining Cure Amounts for Executory Contracts and Leases to be Assigned; and (E) Granting Certain Related Relief; and (II) Entry of an Order (A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases [DN 35]
****Request to have set for hearing****
33. Application to Retain, Employ and Compensate Frost Brown Todd LLC as Co-Counsel for the Debtors [DN 21] (**Request for entry of final order**);
****Request to have set for hearing at first omnibus hearing date****
34. Application of the Debtors to Employ and Retain Latham & Watkins LLP as Attorneys for the Debtors and Debtors-in-Possession [DN 22] (**Request for entry of final order**);
****Request to have set for hearing at first omnibus hearing date****

35. Application of the Debtors to Employ and Retain Mesirow Financial, Inc. as Investment Banker for the Debtors and Debtors-in-Possession [DN 23] **(Request for entry of final order);**
****Request to have set for hearing at first omnibus hearing date****
36. Application of the Debtors to Employ and Retain The Garden City Group, Inc. as Notice, 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 [DN 24] **(Request for entry of final order);**
****Request to have set for hearing at first omnibus hearing date****
37. Application of the Debtors to Employ and Retain Morris-Anderson & Associates Ltd. as Financial Advisors for the Debtors and Debtors-in-Possession [DN 25] **(Request for entry of final order);**
****Request to have set for hearing at first omnibus hearing date****
38. Motion of the Debtors for Entry of an Order Under 11 U.S.C. §§ 105(A) and 366 (i) Prohibiting Utilities from Discontinuing, Altering, or Refusing Service, (ii) Establishing Procedures for Determining Adequate Assurances of Payment, and (iii) Establishing Procedures for Utilities to Opt Out of the Debtors' Proposed Procedures for Adequate Assurance [DN 18];
****Request to be set for subsequent final hearing****
39. Emergency Motion for Interim and Final Orders (i) Authorizing Debtors to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362 and 364; (ii) Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363, (iii) Granting Liens and Superpriority Claims; (iv) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. § 361, 362, 363 and 364, and (v) Scheduling Final Hearing on the Debtors' Motion to Incur such Financing on a Permanent Basis Pursuant to Bankruptcy Rule 4001 [DN 28].
****Request to be set for subsequent final hearing****

Dated: May ___, 2009
Cincinnati, OH

Respectfully submitted,

LATHAM & WATKINS LLP

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