

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

In re) Chapter 11
)
) Case No. 09-12869 (JVA)
 SL Liquidating, Inc., et al.,¹) (Jointly Administered)
)
) Honorable J. Vincent Aug, Jr.
 Debtors.)
) Related Docket Nos. 486 and 487

**DEBTORS’ MOTION FOR ORDER (A) APPROVING THE ADEQUACY OF
DISCLOSURE STATEMENT; (B) FIXING A RECORD DATE; (C) APPROVING
SOLICITATION PACKAGES AND PROCEDURES FOR THE DISTRIBUTION
THEREOF; (D) APPROVING FORM OF BALLOTS; (E) APPROVING NOTICE TO
NON-VOTING CLASSES; (F) ESTABLISHING VOTING DEADLINES AND
PROCEDURES FOR TABULATION OF VOTES; (G) APPROVING PROCEDURES
FOR TEMPORARY ALLOWANCE OF CLAIMS; AND (H) SCHEDULING HEARING
ON CONFIRMATION OF THE PLAN OF LIQUIDATION, APPROVING FORM OF
NOTICE THEREOF AND ESTABLISHING DEADLINE FOR FILING OBJECTIONS
TO CONFIRMATION OF THE PLAN OF LIQUIDATION**

(“DISCLOSURE STATEMENT MOTION”)

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, (a) approving the adequacy of the proposed Disclosure Statement (hereafter defined); (b) fixing a record date; (c) approving solicitation packages and procedures for the distribution thereof; (d) approving the form of ballot; (e) approving notice to non-voting classes; (f) establishing voting deadlines and procedures for

¹ The Debtors in these Chapter 11 cases are: SL Liquidating, Inc. (f/k/a SENCORP), SP Liquidating, Inc. (f/k/a Senco Products, Inc.), SE Liquidating, Inc. (f/k/a Senco Export, Inc.), GS Liquidating, LLC (f/k/a SenSource Global Sourcing, LLC), TR Liquidating, LLC (f/k/a TyRex, LLC), GF Liquidating, LLC (f/k/a Global Fastening Solutions, LLC), AF Liquidating, LLC (f/k/a Agrifast, LLC), NC Liquidating, LLC (f/k/a Nexicor, LLC), OF Liquidating, LLC (f/k/a Omnifast, LLC), SC Liquidating, Inc. (f/k/a S C FINANCIAL, INC.), SI Liquidating, Inc. (f/k/a Senco International, Inc.), SM Liquidating, Inc. (f/k/a Sentron Medical, Inc.), and GL Liquidating, Inc. (f/k/a Gregg Laboratories, Inc.).

tabulation of votes; (g) approving procedures for the temporary allowance of claims; and (h) scheduling a hearing on confirmation of the Plan (hereafter defined), approving the form of notice thereof and establishing the deadline for filing objections to confirmation of the Plan. In support of this Motion, the Debtors respectfully state as follows:

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), 502, 1125 and 1126 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 Rules 2002, 3003, 3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedures (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**”). An official committee of unsecured creditors was appointed in these Chapter 11 Cases on May 18, 2009. [Docket No. 120]

4. Prior to the sale of substantially all of the Debtors’ assets, the Debtors were a group of privately-held companies that collectively constituted 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 were well-known in the industry for quality, reliability and service. The Debtors sold 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, existed for over 50 years. As further evidence of the Debtors' long-term success, most of the Debtors' top ten customers purchased products from the Debtors for more than 20 years.

5. Despite the Debtors' historical strength, the Debtors were immune to the recent widespread economic downturn. Over the past several years, the Debtors' sales volume and profitability were 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. The Debtors engaged Mesirov Financial, Inc. ("**Mesirov**") on March 9, 2009 to serve as investment bankers for the Debtors to assist the Debtors in exploring possible sale transactions. Mesirov contacted over 100 financial and strategic parties, and after an intense, expedited marketing period the Debtors determined that the highest and best offer 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.

7. 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. (the "**Buyer**") for the purchase of substantially all of the Debtors' assets for \$41 million in cash, plus the assumption of certain liabilities.

8. On May 27, 2009 this Court entered an order (the “**Bidding Procedures Order**”) [Docket No. 161] (A) establishing bidding and auction procedures (the “**Bidding Procedures**”); (B) approving proposed bid protections (the “**Break-Up Fee and Expense Reimbursement**”) to Buyer in accordance with the APA; (C) scheduling an auction (the “**Auction**”) and sale hearing (the “**Sale Hearing**”) for the Sale of the Debtors’ Assets; (D) permitting credit bidding pursuant to Bankruptcy Code section 363(k) under certain circumstances; (E) establishing procedures for noticing and determining cure amounts (the “**Cure Amounts**”); (F) approving the form and matter of notice of all procedures, protections, schedules and agreements; and (G) granting certain related relief.

9. The Debtors did not receive any competing bids for the Assets within the time and pursuant to the procedures of the Bidding Procedures Order. As such, the Debtors filed a Notice of Cancellation of Auction, of Successful Bidder and of Assumption and Assignment of Executory Contracts or Unexpired Leases [Docket No. 266] on June 30, 2009 and sought approval of the sale of the Assets to Wynnchurch (the “**Sale**”) at the Sale Hearing. This Court approved the sale of the Assets to the Buyer at the Sale Hearing and entered the Order Authorizing the Sale of Substantially All Assets of the Debtors Pursuant to 11 U.S.C. §§363(b), (f) and (m) on July 2, 2009 (the “**Approval Order**”) [Docket No. 281]

10. Pursuant to the terms of the APA, the Debtors sold, conveyed and transferred to the Buyer the Assets, including but not limited to the right to use the names of each of the Debtors, on July 17, 2009.

11. On October 15, 2009, the Debtors filed their proposed Plan of SL Liquidating, Inc. (f/k/a SENCORP) and its Affiliated Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 486] (the “**Plan**”) and their Disclosure Statement for the Plan of

SL Liquidating, Inc. (f/k/a SENCORP) and its Affiliated Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 487] (the “**Disclosure Statement**”).

RELIEF REQUESTED

A. The Disclosure Statement Contains Adequate Information and Should be Approved by This Court

12. Section 1125 of the Bankruptcy Code requires that a disclosure statement containing “adequate information” be approved by this Court prior to the solicitation of the Plan.

“Adequate information” is defined as:

information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor's books and records, that would enable a hypothetical reasonable investor typical of holders of claims or interests of the relevant class to make an informed judgment about the plan, but adequate information need not include such information about any other possible or proposed plan

11 U.S.C. § 1125(a)(1).

13. The Disclosure Statement must, as a whole, provide information that is “reasonably practicable” to permit an “informed judgment” by impaired creditors entitled to vote on the Plan. See In re Eagle Picher Indus., 1998 U.S. App. LEXIS 31946 (6th Cir. Dec. 21, 1998); In re The A.C. Williams Co., 25 B.R. 173 (Bankr. N.D. Ohio 1982). What constitutes adequate information under Section 1125(a)(1) of the Bankruptcy Code must be determined on a case-to-case basis under a flexible standard that can promote the policy of chapter 11 towards fair settlement through a negotiation process between informed parties. See In re Cdeco Maritime Constr., Inc., 101 B.R. 499, 500 (Bankr. N.D. Ohio 1989). This determination is largely within the broad discretion of the Bankruptcy Court. See id.

14. The Disclosure Statement contains sufficient information with respect to the Plan, including but not limited to a description of: (a) the operation of the Debtor’s business; (b) certain key events preceding the commencement of these Chapter 11 Cases; (c) significant

events that occurred during the pendency of the Chapter 11 Cases; (d) the Debtor's overall indebtedness; (e) the payment of administrative claims and priority claims; (f) the proposed distributions on account of secured and unsecured claims; (g) the classification of claims and interests; (h) the procedures for the resolution of disputed, contingent, and unliquidated claims; (i) the means for implementation of the Plan; (j) the treatment of executory contracts and unexpired leases; (k) the provisions of the Plan concerning releases and injunctions; (l) voting and confirmation procedures; (m) risk factors affecting the Plan; and (n) tax consequences of the Plan.

15. The Debtors submit that the Disclosure Statement contains the information necessary for the Debtor's creditors to make an informed judgment about the Plan as required by Section 1125 of the Bankruptcy Code and relevant case law. Accordingly, the Debtors request that this Court enter an order approving the Disclosure Statement.

B. Request for Entry of an Order Fixing a Record Date

16. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes for confirmation of a plan of reorganization, the "date the order approving the disclosure statement is entered or another date fixed by the court, for cause" shall be the record date for determining the "holders of stock, bonds, debentures, notes, and other securities" entitled to receive ballots and solicitation materials. Fed. R. Bankr. P. 3017(d). Consistent with the provisions of Bankruptcy Rule 3017(d), the Debtors propose that the date on which an order is entered approving the Disclosure Statement be the record date for purposes of determining which creditors and interest holders are entitled to receive Solicitation Packages (hereafter defined) and, as applicable, vote on the Plan (the "**Voting Record Date**"). The establishment of the Voting Record Date is for voting purposes only and will have no preclusive effect with regard to which claimants are entitled to receive distributions under the Plan.

17. With respect to any transferred claim, the Debtors further propose that the transferee will be entitled to receive Solicitation Packages and cast a Ballot (hereafter defined) on account of the transferred claim only if: (a) all actions necessary to effect the transfer of the claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date; or (b) the transferee files, no later than the Voting Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer. Each transferee shall be treated as a single creditor for purposes of the numerosity requirements in Section 1126(c) of the Bankruptcy Code and the other procedures set forth in this Motion.

C. Request for Entry of an Order Approving Solicitation Packages and Procedures for the Distribution Thereof

18. Bankruptcy Rule 3017(d) sets forth the procedures for providing materials to holders of claims and equity interests for purposes of soliciting their votes and for providing adequate notice of the hearing on confirmation of a plan of reorganization, and provides in relevant part that:

Upon approval of a disclosure statement – except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders – the debtor in possession . . . shall mail to all creditors and equity security holders . . . and transmit to the United States Trustee,

- a. the plan or a court-approved summary of the plan;
- b. the disclosure statement approved by the court;
- c. notice of the time within which acceptances and rejections of such plan may be filed; and
- d. any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

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Fed. R. Bankr. P. 3017(d).

19. After this Court has approved the Disclosure Statement as containing adequate information as required by Section 1125 of the Bankruptcy Code, the Debtors propose to distribute, or cause to be distributed, solicitation packages (the “**Solicitation Packages**”). The Solicitation Packages shall include:

- a. a cover letter (i) describing the contents of the Solicitation Package and instructions on how paper copies of any materials that may be provided in CD-ROM format can be obtained at no charge; (ii) explaining that the Plan Supplement will be filed on or before five business days before the Confirmation Hearing; and (iii) urging the members of the voting class to vote to accept the Plan;
- b. if applicable, a letter in the form and substance acceptable to the Debtors, in their discretion, from the Debtors’ significant constituents urging the members of the voting class to vote to accept the Plan;
- c. the Order approving the Disclosure Statement (the “**Disclosure Statement Order**”) with the solicitation procedures set forth therein;
- d. for entities entitled to vote, appropriate ballot and voting instructions, in the form as attached hereto as Exhibit B, and pre-addressed, postage-paid, return envelopes;
- e. the Notice of the Confirmation Hearing (hereafter defined);
- f. the approved form of the Disclosure Statement (with the Plan attached as an exhibit thereto) in either paper or CD-ROM format; and
- g. any other materials ordered by this Court to be included as part of the Solicitation Package.

20. In disseminating the Solicitation Packages, the Debtors may include the Disclosure Statement and Plan in the form of a CD-ROM in an Adobe Acrobat (PDF) standard format. Parties will be provided a paper copy of the Disclosure Statement and Plan upon written request to the specified voting and claims agent (the “**Voting and Claims Agent**”), The Garden City Group, Inc.

21. The Debtors anticipate being able to complete distribution of the Solicitation Packages no later than fifteen (15) days after entry of the Disclosure Statement Order (the “**Solicitation Date**”). The Debtors intend to serve the Solicitation Packages on:

- a. All parties listed in the Debtors’ schedules filed on June 15, 2009 and all further amendments thereto as of the Voting Record Date (the “**Schedules**”) as holding liquidated, noncontingent, and undisputed claims in an amount greater than zero;
- b. All parties having timely filed proofs of claim in amounts greater than zero in the Debtors’ Chapter 11 Cases;²
- c. Any other known holders of claims against or equity interests of the Debtors as of the Voting Record Date;
- d. The United States Trustee for the Southern District of Ohio;
- e. Counsel for the Committee;
- f. Counsel to the Prepetition Agent;
- g. Other parties requesting notice in this case; and,
- h. Any party in interest who requests a Solicitation Package in writing.

D. Request for Entry of an Order Approving Form of Ballot

22. Bankruptcy Rule 3017(d) requires the Debtors to mail a form of ballot, substantially in the form of Official Form No. 14, to “creditors and equity security holders entitled to vote on the plan.” Fed R. Bankr. P. 3017(d). The Debtors propose to provide creditors entitled to vote with a ballot substantially in the form attached hereto as Exhibit B (the “**Ballot**”). The Ballot is based on Official Form No. 14, but has been modified somewhat to address the unique circumstances of the Debtors and these Chapter 11 Cases and to include certain additional information that the Debtors believe is necessary and appropriate under the circumstances. The applicable Ballot form will be distributed to holders of claims in Class 4

² To avoid duplication and reduce expense, the Debtors propose that any creditor who has filed duplicate claims which are classified under the Plan in the same class, be provided with only one Solicitation Package and one Ballot for voting a single claim within such class.

(General Unsecured Claims). All other classes are either unimpaired and conclusively presumed to have accepted the Plan, or will receive no distribution under the Plan and are conclusively deemed to have rejected the Plan.³

23. Counterparties to executory contracts that have not yet been assumed, assigned or rejected by the Debtors shall receive a copy of (i) the Order, (ii) the Confirmation Hearing Notice and (iii) the Disclosure Statement (together with a copy of the Plan attached as an exhibit thereto).

E. Request for Entry of an Order Approving Notice to Non-Voting Classes

24. Pursuant to Sections 1126(f) and (g) of the Bankruptcy Code, and Bankruptcy Rule 3017(d), Solicitation Packages for holders of claims against or equity interests in the Debtors within a class that is deemed to accept or reject the Plan (and therefore not entitled to vote) will not include a Ballot. See In Zenith Elec. Corp., 241 B.R. 92, 99 (Bankr. D. Del. 1999) (class that would receive no distribution under the debtor's plan did not have the right to vote and therefore was conclusively presumed to have rejected the debtor's plan). Instead, Solicitation Packages for such holders will include a “Notice of Non-Voting Status – Impaired Classes” or a “Notice of Non-Voting Status – Unimpaired Classes,” as the case may be, substantially in the forms attached hereto as Exhibits C-1 and C-2.

25. In addition, the Debtors request that this Court determine that they are not required to distribute copies of the Plan or the Disclosure Statement to any holder of a claim against or equity interest in the Debtors within a class under the Plan deemed to have accepted or rejected the Plan, unless such holders make specific, written requests for copies of the Plan or the

³ For those holders of claims and interests within classes to have been deemed to accept or reject the Plan, such holders will receive, rather than a Ballot, a Notice of Non-Voting Status – Impaired Classes or a Notice of Non-Voting Status – Unimpaired Classes, as the case may be, substantially in the forms attached hereto as Exhibits C-1 and C-2.

Disclosure Statement. The Debtors submit that such notice satisfies the requirements of Bankruptcy Rule 3017(d).

F. Request for Entry of an Order Establishing Voting Deadline and Procedures for Tabulation of Votes

1. Voting Deadline

26. Bankruptcy Rule 3017(c) provides that, on or before approval of the Disclosure Statement, this Court shall fix the time within which holders of claims may accept or reject the Plan. The Debtors anticipate commencing the solicitation process on the Solicitation Date. Based upon this schedule and the large number of creditors entitled to vote on the Plan, the Debtors propose that in order to be counted as a vote to accept or reject the Plan, each Ballot must be properly executed and completed and returned to the Voting and Claims Agent so as to be received by the Voting and Claims Agent no later than 4:00 p.m. (EST) on a date that is no less than ten (10) days prior to the Confirmation Hearing (hereafter defined) (the “**Voting Deadline**”). The Debtors submit that such solicitation period provides a sufficient amount of time within which creditors can make an informed decision to accept or reject the Plan.

2. Procedures for Vote Tabulation

28. Section 1126(c) of the Bankruptcy Code provides, in relevant part, that:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors that have accepted or rejected such plan.

11 U.S.C. § 1126(c).

29. The Debtors propose that each holder of a claim entitled to vote to accept or reject the Plan shall be entitled to vote the amount of such claim as set forth in the Schedules unless such holder has timely filed a proof of claim, in which case such holder would be entitled

to vote the amount of such claim as set forth in such proof of claim. The foregoing general procedure will be subject to the following rules (the “**Tabulation Rules**”) to be used by the Debtors:

- a. Subject to any other applicable Tabulation Rule, a claim will be deemed temporarily allowed for purposes of voting on the Plan in an amount equal to either: (i) if no proof of claim has been timely filed on account of such claim, the noncontingent, liquidated and undisputed amount of such claim as set forth in the Schedules; or (ii) if a proof of claim has been timely filed on account of such claim, the noncontingent, liquidated and undisputed amount set forth therein.
- b. If a claim is deemed allowed under the Plan, such claim will be temporarily allowed for voting only purposes in the amount set forth therein.
- c. If a claim for which a proof of claim has been timely filed and has not been disallowed is listed, marked or otherwise referenced on its face as contingent, unliquidated or disputed, either in whole or in part, the noncontingent, liquidated and undisputed portion, if any, of such claim will be deemed temporarily allowed for voting purposes in the amount asserted, subject to any other applicable Tabulation Rule, and the remaining contingent, unliquidated or disputed portion of such claim will be allowed for voting purposes in the amount of \$1.00.
- d. If a claim has been allowed pursuant to a stipulation approved by the Court, such claim will be deemed allowed for voting purposes in the amount set forth in such stipulation.
- e. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Court.
- f. Claims that are either (i) listed in the Schedules as contingent, unliquidated or disputed, or in the amount of \$0, or (ii) not listed in the Schedules, and on account of which no proof of claim was timely filed and no stipulation allowing the claim has been approved by the Court, will be disallowed for purposes of voting on the Plan.
- g. The holder of a claim that is the subject of an objection to such claim that is pending as of the Voting Deadline is not entitled to vote on the Plan unless this Court enters an order allowing such claim (whether by disposition of the objection or temporarily for voting purposes only) by the Voting Deadline. The holder of a claim that is the subject of an objection that is pending as of the Voting Deadline in which the Debtor or

other party in interest objects to the extent such claim: (a) exceeds a certain dollar amount (the “**Permitted Claim Amount**”); and/or (b) improperly asserts classification as a secured and/or priority claim, will be allowed to vote on the Plan in the amount and classification of such claim for voting and for purposes of satisfying the aggregate amount provisions of section 1126(c) will be limited to the Permitted Claim Amount in the claim classification specified in such objection, unless this Court, on or before the Voting Deadline, enters an order allowing such claim (whether by disposition of the objection or temporarily for voting purposes only) in an amount which exceeds the Permitted Claim Amount and/or in a classification other than that specified in such objection.

- h. If a holder of a claim identifies a claim amount in its Ballot that is less than or greater than the amount otherwise calculated in accordance with the Tabulation Rules, the claim will be temporarily allowed only for the amount pre-printed on the Ballot by the Voting and Claims Agent;
- i. Creditors will not be entitled to vote claims to the extent such claims duplicate or have been superseded by other claims filed by or on behalf of such creditors. The Debtors will determine whether a claim is duplicative or superseded in their discretion. If the Debtors determine that a creditor has multiple claims that are not duplicative, amending or superseding, the creditor will receive one Ballot that aggregates the dollar amount of each of the creditor’s filed claims.
- j. A party shall not be entitled to a vote on the Plan based upon a guarantee or other contingent theory of payment. There shall be allowed only one vote per claim regardless of how many parties may be subject to legal liability.
- k. If a claim relates to rejection damages under an executory contract or unexpired lease that has not been rejected as of the Voting Record Deadline, to the extent such claim is for rejection damages, such claim shall be temporarily disallowed by the Court for voting purposes and, to the extent such claim is solely for rejection damages, such Ballot shall not be counted as having voted for or against the Plan.

30. The Debtors further propose to use the following procedures (the “**Tabulation Procedures**”) for tabulating the Ballots:

- a. Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected.

- b. Any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected.
- c. Any unsigned Ballot shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected.
- d. Unless the Debtors have agreed in writing to an extension of the Voting Deadline with respect to a particular creditor or interest holder, any Ballot received after the Voting Deadline shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected.
- e. Any Ballot sent to a party other than the Voting and Claims Agent shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected.
- f. Creditors and interest holders must vote all of their claims or interests within a particular class under the Plan either to accept or reject the Plan and may not split their vote(s). Any Ballot that partially rejects and partially accepts the Plan shall be counted as an acceptance of the Plan.
- g. If a creditor casts simultaneous duplicative Ballots which are voted inconsistently, such Ballots shall count as one vote accepting the Plan.
- h. If multiple Ballots are received from or on behalf of an individual holder of a claim with respect to the same claim prior to the Voting Deadline, the last Ballot timely received will be deemed to reflect the intent and to supersede and revoke any prior Ballot with respect to such claim.
- i. The method of delivery of the Ballots to be sent to the Voting and Claims Agent is at the election and risk of each holder of a claim and (if applicable) nominee, and will be deemed made only when the original executed Ballot is actually received by the Voting and Claims Agent.
- j. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted.
- k. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing and must submit proper evidence satisfactory to the Debtors to act on behalf of the creditor for whom such party is acting.
- l. The Debtors, in their sole discretion, subject to any contrary order of this Court, may waive any defect in any Ballot at any time, whether before or after the Voting Deadline, and without notice.

- m. Any holder of impaired claims who has delivered a valid Ballot voting on the Plan may withdraw such vote in accordance with the Bankruptcy Rules.
- n. Subject to any contrary order of this Court, the Debtors reserve the right to reject any and all Ballots not proper in form, the acceptance of which would, in the opinion of the Debtors or their counsel not be in accordance with the provisions of the Bankruptcy Code or the Disclosure Statement Order.
- o. If no votes to accept or reject the Plan are received with respect to a particular class, such class shall be deemed to have voted to accept the Plan.
- p. Unless waived by the Debtors or as ordered by this Court, any defects or irregularities in connection with the deliveries of the Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived.
- q. With respect to a Ballot received prior to the Voting Deadline, neither the Debtors, the Voting and Claims Agent nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots nor will any of them incur liabilities for failure to provide such notification.
- r. Any Ballot that is otherwise properly completed and returned but (a) does not indicate either an acceptance or rejection of the Plan or (b) indicates both an acceptance and rejection of the Plan, will be counted as having been cast as an acceptance of the Plan.

31. Pursuant to the Tabulation Rules and Tabulation Procedures, any creditor who has (a) untimely filed a proof of claim after the bar date for filing proofs of claim or (b) only a scheduled claim that was scheduled as contingent, unliquidated, disputed, or for zero dollars will receive a Confirmation Hearing Notice (as defined below). However, such creditors will not receive a Ballot.

32. With respect to Solicitation Packages that are returned to the Voting and Claims Agent marked “undeliverable” by the U.S. Postal Service, the Voting and Claims Agent, the Debtors, or any other party shall have no duty to attempt to find a better address or to re-mail

the Solicitation Package. If the Voting and Claims Agent does not have a working address for a creditor, they are not obligated to mail a Solicitation Package to such creditor.

33. The Debtors believe that the foregoing Tabulation Rules and Tabulation Procedures provide a fair and equitable voting process and should be approved by this Court.

G. Request for Entry of an Order Approving Procedures for Temporary Allowance of Claims

34. Bankruptcy Rule 3018(a) provides, in part, that the “court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purposes of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018(a). The Debtors propose that any claimant that seeks to challenge the temporary allowance of its claim for voting purposes based on the foregoing Tabulation Rules and Tabulation Procedures be required to file a motion, pursuant to Bankruptcy Rule 3018(a) (a “**Motion for Temporary Allowance**”).

35. The Debtors propose that any party filing a Motion for Temporary Allowance be required to serve such motion on the Debtors so that it is received no later than 4:00 p.m. prevailing Eastern Time on or before fifteen (15) days before the Voting Deadline (the “**Motion for Temporary Allowance Deadline**”). The Debtors will then (a) have seven (7) days after the Motion for Temporary Allowance Deadline to file and serve any responses to the Motion for Temporary Allowance; and (b) coordinate with the Clerk of the Court to set a time to adjudicate and resolve all pending Motions for Temporary Allowance and responses thereto.

36. In accordance with Bankruptcy Rule 3018, the Debtors further propose that any Ballot submitted by a creditor that files a Motion for Temporary Allowance will be counted solely in accordance with the foregoing Tabulation Rules and Tabulation Procedures and other applicable provisions contained herein unless and until the underlying claim is temporarily allowed by the Court for voting purposes in a different amount, after notice and a hearing.

H. Request for Order Scheduling the Confirmation Hearing, Approving Form and Notice Thereof and Establishing Deadline for Filing Objections to Confirmation of the Plan

37. By this Motion, the Debtors are requesting that this Court schedule a hearing to consider confirmation of the Plan (the “**Confirmation Hearing**”). Bankruptcy Rules 2002(b) and (d) and 3017(c) provide, in relevant part, as follows:

Except as provided in subdivision (1) of this rule, the clerk, or some other person as the court may direct, shall give the debtor, the trustee, all creditors and indenture trustees not less than 25 days notice by mail of . . . (2) the time fixed for filing objections and the hearing to consider confirmation of a chapter 9, chapter 11 or chapter 13 plan.

* * *

In a chapter 11 reorganization case, unless otherwise ordered by the court, the clerk, or some other person as the court may direct, shall in the manner and form directed by the court give notice to all equity security holders of . . . (6) the time fixed for filing objections to and the hearing to consider approval of confirmation of a plan . . .

Fed. R. Bankr. P. 2002(b) and (d).

On or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation

Fed. R. Bankr. P. 3017(c).

38. In accordance with Bankruptcy Rules 2002(b) and (d) and 3017(c), the Debtors respectfully request that this Court fix a date, time, and place for the Confirmation Hearing that is at least sixty (60) days after entry of the Disclosure Statement Order. Once set, with the authority of this Court, the Confirmation Hearing may be continued from time to time by announcing such continuance in open court or otherwise without further notice to parties in interest.

39. The Debtors further request that this Court establish the deadline to file objections or proposed modifications to the Plan that is at least ten (10) days prior to the

Confirmation Hearing (the “**Confirmation Objection Deadline**”). The Debtors request that the Court direct that objections or proposed modifications to the Plan, if any, be in writing, and: (a) state the name and address of the objecting party and the nature of the claim or interest of such party; (b) state with particularity the legal and factual grounds of any objection or proposed modification; (c) provide, where applicable, the specific text that the objecting party believes to be appropriate to insert into the Plan; and (d) be filed, together with proof of service, with the Court and served upon: (i) counsel for the Debtor; (ii) counsel to the Committee; and, (iii) the United States Trustee for the Southern District of Ohio, at the addresses set forth in the Confirmation Hearing Notice (hereafter defined), such as to be actually received by the Confirmation Objection Deadline. The filing and service of objections and proposed modifications at such time may enable the Debtors to modify the Plan or otherwise resolve any objections to confirmation of the Plan prior to the Confirmation Hearing.

40. Finally, the Debtors request approval of the form of notice of the Confirmation Hearing annexed hereto as Exhibit D (the “**Confirmation Hearing Notice**”). The Confirmation Hearing Notice contains a description of the date, time, and location of the Confirmation Hearing, as well as the procedures for filing an objection to the Plan. The Debtors propose to distribute the Confirmation Hearing Notice within fifteen (15) days after entry of the Disclosure Statement Order to all scheduled and/or filed claimants and equity interest holders and those parties added to the Master Service List in accordance with the Order Establishing Notice, Case Management and Administrative Procedures. In addition, the Debtors will publish the Confirmation Hearing Notice, on a date no later than fifteen (15) days prior to the Voting Deadline, in the *Cincinnati Enquirer*.

41. The Debtors submit that the foregoing procedures will provide adequate notice of the Confirmation Hearing and respectfully request that this Court approve such procedures as adequate.

WAIVER OF MEMORANDUM OF LAW

42. 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

43. 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) counsel to the Official Committee of Unsecured Creditors in these Chapter 11 Cases; (vi) the creditors listed on the Debtors' consolidated list of thirty largest unsecured creditors, as filed with the chapter 11 petitions; (vii) all parties asserting a security interest in the assets of the Debtors to the extent reasonably known to the Debtors; and (viii) 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

44. 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 enter the Order, substantially in the form attached hereto as Exhibit A, (a) approving the adequacy of the

proposed Disclosure Statement; (b) fixing a record date; (c) approving solicitation packages and procedures for the distribution thereof; (d) approving the form of ballots; (e) approving notice to non-voting classes; (f) establishing voting deadlines and procedures for tabulation of votes; (g) approving procedures for the temporary allowance of claims; (h) scheduling a hearing on confirmation of the Plan, approving the form of notice thereof and establishing the deadline for filing objections to confirmation of the Plan; and (i) granting such other and further relief as this Court deems appropriate.

Dated: October 23, 2009
Cincinnati, Ohio

Respectfully submitted,

LATHAM & WATKINS LLP

Josef S. Athanas (admitted pro hac vice)
Stephen R. Tetro II (admitted pro hac vice)
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
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Email: rgold@fbtlaw.com
Email: bbuchanan@fbtlaw.com

**ATTORNEYS FOR THE 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
)	
SL Liquidating, Inc., <u>et al.</u>)	Case No. 09-12869 (JVA)
)	Jointly Administered
Debtors.)	
)	Honorable J. Vincent Aug, Jr.

ORDER (A) APPROVING THE ADEQUACY OF DISCLOSURE STATEMENT; (B) FIXING A RECORD DATE; (C) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR THE DISTRIBUTION THEREOF; (D) APPROVING FORM OF BALLOTS; (E) APPROVING NOTICE TO NON-VOTING CLASSES; (F) ESTABLISHING VOTING DEADLINES AND PROCEDURES FOR TABULATION OF VOTES; (G) APPROVING PROCEDURES FOR TEMPORARY ALLOWANCE OF CLAIMS; AND (H) SCHEDULING HEARING ON CONFIRMATION OF THE PLAN OF LIQUIDATION, APPROVING FORM OF NOTICE THEREOF AND ESTABLISHING DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF THE PLAN OF LIQUIDATION

Upon consideration of the motion (the “**Motion**”)¹ of the Debtors² for entry of an order (a) approving the adequacy of the proposed Disclosure Statement; (b) fixing a record date; (c) approving solicitation packages and procedures for the distribution thereof; (d) approving the form of ballots; (e) approving notice to non-voting classes; (f) establishing voting deadlines and procedures for tabulation of votes; (g) approving procedures for the temporary allowance of claims; and (h) scheduling a hearing on confirmation of the Plan, approving the form of notice thereof and establishing the deadline for filing objections to confirmation of the Plan; 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 found that:

A. Good and sufficient notice of the Motion and the Disclosure Statement Hearing was provided and no other or further notice need be provided.

B. The Disclosure Statement for the Plan contains adequate information within the meaning of Section 1125 of the Bankruptcy Code.

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: SL Liquidating, Inc. (f/k/a SENCORP), SP Liquidating, Inc. (f/k/a Senco Products, Inc.), SE Liquidating, Inc. (f/k/a Senco Export, Inc.), GS Liquidating, LLC (f/k/a SenSource Global Sourcing, LLC), TR Liquidating, LLC (f/k/a TyRex, LLC), GF Liquidating, LLC (f/k/a Global Fastening Solutions, LLC), AF Liquidating, LLC (f/k/a Agrifast, LLC), NC Liquidating, LLC (f/k/a Nexicor, LLC), OF Liquidating, LLC (f/k/a Omnifast, LLC), SC Liquidating, Inc. (f/k/a S C FINANCIAL, INC.), SI Liquidating, Inc. (f/k/a Senco International, Inc.), SM Liquidating, Inc. (f/k/a Sentron Medical, Inc.), and GL Liquidating, Inc. (f/k/a Gregg Laboratories, Inc.).

C. The Ballot, substantially in the form annexed to the Motion as Exhibit B is sufficiently consistent with Official Form No. 14 and adequately addresses the particular needs of their Chapter 11 Cases and is appropriate for the class of claims and interests entitled under the Plan to vote to accept or reject the Plan.

D. Ballots need not be provided to: (i) the holders of unimpaired claims in Class 1 (Other Priority Claims), Class 2 (Other Secured Claims) and Class 3 (Prepetition Credit Facility Claims) because the Plan provides that such classes are unimpaired, and therefore, are deemed to accept the Plan; or (ii) the holders of impaired interests in Class 5 (Section 510(b) Claims), Class 6 (Intercompany Claims) and Class 7 (Equity Interests) because the Plan provides that such classes will receive no distribution under the Plan, and therefore, are deemed to reject the Plan. The Notice of Non-Voting Status – Impaired Classes and the Notice of Non-Voting Status – Unimpaired Classes, substantially in the forms attached to the Motion as Exhibits C-1 and C-2, are appropriate and sufficiently consistent with the requirements of Bankruptcy Rule 3017(d).

E. The period, set forth below, during which the Debtors may solicit acceptances to the Plan, is a reasonable period of time for entities entitled to vote on the Plan to make an informed decision whether to accept or reject the Plan.

F. The procedures for the solicitation and tabulation of votes to accept or reject the Plan set forth below provide for a fair and equitable voting process and are consistent with Section 1126 of the Bankruptcy Code.

G. The Confirmation Hearing Notice, substantially in the form annexed to the Motion as Exhibit D, and the procedures set forth below regarding notice to all parties in interest of the time, date, and place of the Confirmation Hearing and the distribution and contents of the

Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

H. The disclosure of potential Causes of Action, including any Avoidance Actions, (as such terms are defined in the Disclosure Statement and Plan), including, but not limited to, the retention and reservation of rights to prosecute any or all Causes of Action as set forth in the Disclosure Statement and Plan, shall be sufficient for all purposes to satisfy the requirements of the standard set forth in Browning v. Levy, 283 F.3d 761 (6th Cir. 2002), for purposes of preserving the Debtor's, their estate's, the Post-Consummation Trust's or the Post-Consummation Trust Administrator's, as the case may be, rights to prosecute any such Causes of Action or assert all such Claims (as defined in the Disclosure Statement and Plan), Causes of Action, rights of setoff, or other legal or equitable defenses following confirmation of the Plan.

NOW, THEREFORE, IT IS ORDERED THAT:

1. The Motion is granted.
2. All Objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled as announced to the Court at the Disclosure Statement Hearing are hereby OVERRULED in all respects on the merits or the interests of such Objections have been otherwise satisfied or adequately provided for.
3. The Disclosure Statement (as may have been amended) is APPROVED (hereinafter, the "**Disclosure Statement**").
4. The Ballot, the Notice of Non-Voting Status – Impaired Class, and the Notice of Non-Voting Status – Unimpaired Classes are APPROVED.
5. The Confirmation Hearing Notice is APPROVED.

RECORD DATE

6. The date of entry of this Order shall be the Voting Record Date for purposes of determining which holders of claims and interests are entitled to (a) receive Solicitation Packages, including notice of non-voting status, and (b) vote on the Plan. The Voting Record Date is for voting purposes only and will have no preclusive effect with regard to which claimants are entitled to receive distributions under the Plan.

7. With respect to any transferred claim, the transferee will be entitled to receive Solicitation Packages and cast a Ballot on account of the transferred claim only if: (a) all actions necessary to effect the transfer of the claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date; or (b) the transferee files, no later than the Voting Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer. Each transferee shall be treated as a single creditor for purposes of the numerosity requirements in Section 1126(c) of the Bankruptcy Code and the other procedures set forth in the Motion.

SOLICITATION PACKAGES AND PROCEDURES FOR THE DISTRIBUTION

8. By no later than fifteen (15) days after entry of this Order (the “**Solicitation Date**”), the Debtors shall deposit or cause to be deposited in the United States mail, postage prepaid, a Solicitation Package to be delivered to:

- (i) All parties listed in the Debtors’ schedules filed on June 15, 2009 and all further amendments thereto as of the Voting Record Date (the “**Schedules**”) as holding liquidated, noncontingent, and undisputed claims in an amount greater than zero;
- (ii) All parties having timely filed proofs of claim in amounts greater than zero in the Debtors’ Chapter 11 Cases;³

³ To avoid duplication and reduce expense, the Debtors propose that any creditor who has filed duplicate claims which are classified under the Plan in the same class, be provided with only one Solicitation Package and one Ballot for voting a single claim within such class.

- (iii) Any other known holders of claims against or equity interests of the Debtor as of the Voting Record Date;
- (iv) The United States Trustee for the Southern District of Ohio;
- (v) Counsel for the Committee;
- (vi) Counsel to the Prepetition Agent;
- (vii) Other parties requesting notice in this case; and,
- (viii) Any party in interest who requests a Solicitation Package in writing.

9. The Solicitation Packages that will be sent to holders of claims in Class 4 (General Unsecured Claims) shall contain a copy of (i) this Order, (ii) the Confirmation Hearing Notice, (iii) the Disclosure Statement (together with a copy of the Plan attached as an exhibit thereto) and (iv) the appropriate form of Ballot together with a return envelope.

10. The Solicitation Packages that will be sent to the United States Trustee for the Southern District of Ohio, counsel for the Committee and any party in interest who requests a Solicitation Package in writing shall contain a copy of (i) this Order, (ii) the Confirmation Hearing Notice and (iii) the Disclosure Statement (together with a copy of the Plan attached as an exhibit thereto).

11. The Solicitation Packages that will be sent to holders of Class 1 (Other Priority Claims), Class 2 (Other Secured Claims) and Class 3 (Prepetition Credit Facility Claims) shall contain a copy of (i) this Order, (ii) the Confirmation Hearing Notice and (iii) a Notice of Non-Voting Status – Unimpaired Classes.

12. The Solicitation Packages that will be sent to holders of Class 5 (Section 510(b) Claims), Class 6 (Intercompany Claims) and Class 7 (Equity Interests) shall contain a copy of (i) this Order, (ii) the Confirmation Hearing Notice and (iii) a Notice of Non-Voting Status – Impaired Class.

13. The Debtors are not required to send copies of the Plan or Disclosure Statement to any holder of a claim against, or equity interest in, the Debtor within a Class under the Plan that is deemed to accept or deemed to reject the Plan, unless such party makes a specific request in writing for the same.

14. Counterparties to executory contracts that have not yet been assumed, assigned or rejected by the Debtors shall receive a copy of (i) this Order, (ii) the Confirmation Hearing Notice and (iii) the Disclosure Statement (together with a copy of the Plan attached as an exhibit thereto).

15. The Debtors are not required to distribute copies of the Plan or the Disclosure Statement to any holder of an unimpaired claim or a holder of a scheduled claim listed as contingent, unliquidated, or disputed, and for which such holder did not file a timely proof of claim and not listing such claim as contingent, unliquidated, or disputed, unless such party files a Motion for Temporary Allowance on or before the Motion for Temporary Allowance Deadline.

16. Any creditor who has filed duplicate proofs of claim against the Debtors that are classified in the Voting Class under the Plan shall be provided with only one Solicitation Package and one Ballot for voting a single claim within the Voting Class.

17. In disseminating the Solicitation Packages, the Debtors may include this Order, the Disclosure Statement and Plan in the form of a CD-ROM in an Adobe Acrobat (PDF) standard format. Parties will be provided a paper copy of this Order, the Disclosure Statement and Plan upon written request to the Voting and Claims Agent.

VOTING DEADLINE AND PROCEDURES FOR TABULATION OF VOTES

18. All persons and entities entitled to vote on the Plan shall deliver their Ballots by mail, hand delivery, or overnight courier such as to be **actually received no later than 4:00**

p.m. (prevailing Eastern Time) on _____, 2009 (the “Voting Deadline”) by the Voting and Claims Agent as follows:

If by first-class mail:

The Garden City Group, Inc.
Attn: SL Liquidating, Inc. Balloting
P.O. Box 9000 #6529
Merrick, New York 11566-9000

If by hand delivery or overnight mail:

The Garden City Group, Inc.
Attn: SL Liquidating, Inc. Balloting
105 Maxess Road
Melville, New York 11747

19. Any Ballot received after the Voting Deadline shall not be counted other than as provided for herein. The Voting and Claims Agent shall not be obligated to count Ballots submitted by telecopier, facsimile, e-mail or other electronic communications.

20. Each holder of a claim within the class of claims entitled to vote to accept or reject the Plan shall be entitled to vote the amount of such claim as set forth in the Schedules unless such holder has timely filed a proof of claim, in which case such holder would be entitled to vote the amount of such claim as set forth in such proof of claim. The foregoing general procedure will be subject to the following rules (the “Tabulation Rules”) to be used by the Debtors:

- (i) Subject to any other applicable Tabulation Rule, a claim will be deemed temporarily allowed for purposes of voting on the Plan in an amount equal to either: (i) if no proof of claim has been timely filed on account of such claim, the noncontingent, liquidated and undisputed amount of such claim as set forth in the Schedules; or (ii) if a proof of claim has been timely filed on account of such claim, the noncontingent, liquidated and undisputed amount set forth therein.
- (ii) If a claim is deemed allowed under the Plan, such claim will be temporarily allowed for voting only purposes in the amount set forth therein.

- (iii) If a claim for which a proof of claim has been timely filed and has not been disallowed is listed, marked or otherwise referenced on its face as contingent, unliquidated or disputed, either in whole or in part, the noncontingent, liquidated and undisputed portion, if any, of such claim will be deemed temporarily allowed for voting purposes in the amount asserted, subject to any other applicable Tabulation Rule, and the remaining contingent, unliquidated or disputed portion of such claim will be allowed for voting purposes in the amount of \$1.00.
- (iv) If a claim has been allowed pursuant to a stipulation approved by the Court, such claim will be deemed allowed for voting purposes in the amount set forth in such stipulation.
- (v) If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Court.
- (vi) Claims that are either (i) listed in the Schedules as contingent, unliquidated or disputed, or in the amount of \$0, or (ii) not listed in the Schedules, and on account of which no proof of claim was timely filed and no stipulation allowing the claim has been approved by the Court, will be disallowed for purposes of voting on the Plan.
- (vii) The holder of a claim that is the subject of an objection to such claim that is pending as of the Voting Deadline is not entitled to vote on the Plan unless this Court enters an order allowing such claim (whether by disposition of the objection or temporarily for voting purposes only) by the Voting Deadline. The holder of a claim that is the subject of an objection that is pending as of the Voting Deadline in which the Debtor or other party in interest objects to the extent such claim: (a) exceeds a certain dollar amount (the “**Permitted Claim Amount**”); and/or (b) improperly asserts classification as a secured and/or priority claim, will be allowed to vote on the Plan in the amount and classification of such claim for voting and for purposes of satisfying the aggregate amount provisions of section 1126(c) will be limited to the Permitted Claim Amount in the claim classification specified in such objection, unless this Court, on or before the Voting Deadline, enters an order allowing such claim (whether by disposition of the objection or temporarily for voting purposes only) in an amount which exceeds the Permitted Claim Amount and/or in a classification other than that specified in such objection.
- (viii) If a holder of a claim identifies a claim amount in its Ballot that is less than or greater than the amount otherwise calculated in accordance with the Tabulation Rules, the claim will be temporarily allowed only for the amount pre-printed on the Ballot by the Voting and Claims Agent;
- (ix) Creditors will not be entitled to vote claims to the extent such claims duplicate or have been superseded by other claims filed by or on behalf of such creditors. The Debtors will determine whether a claim is duplicative or superseded in their

discretion. If the Debtors determine that a creditor has multiple claims that are not duplicative, amending or superseding, the creditor will receive one Ballot that aggregates the dollar amount of each of the creditor's filed claims.

- (x) A party shall not be entitled to a vote on the Plan based upon a guarantee or other contingent theory of payment. There shall be allowed only one vote per claim regardless of how many parties may be subject to legal liability.
- (xi) If a claim relates to rejection damages under an executory contract or unexpired lease that has not been rejected as of the Voting Record Deadline, to the extent such claim is for rejection damages, such claim shall be temporarily disallowed by the Court for voting purposes and, to the extent such claim is solely for rejection damages, such Ballot shall not be counted as having voted for or against the Plan.

21. The Debtors shall use the following procedures (the "**Tabulation Procedures**") for tabulating the Ballots:

- (i) Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected.
- (ii) Any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected.
- (iii) Any unsigned Ballot shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected.
- (iv) Unless the Debtors have agreed in writing to an extension of the Voting Deadline with respect to a particular creditor or interest holder, any Ballot received after the Voting Deadline shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected.
- (v) Any Ballot sent to a party other than the Voting and Claims Agent shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected.
- (vi) Creditors and interest holders must vote all of their claims or interests within a particular class under the Plan either to accept or reject the Plan and may not split their vote(s). Any Ballot that partially rejects and partially accepts the Plan shall be counted as an acceptance of the Plan.
- (vii) If a creditor casts simultaneous duplicative Ballots which are voted inconsistently, such Ballots shall count as one vote accepting the Plan.

- (viii) If multiple Ballots are received from or on behalf of an individual holder of a claim with respect to the same claim prior to the Voting Deadline, the last valid Ballot timely received will be deemed to reflect the intent and to supersede and revoke any prior Ballot with respect to such claim.
- (ix) The method of delivery of the Ballots to be sent to the Voting and Claims Agent is at the election and risk of each holder of a claim and (if applicable) nominee, and will be deemed made only when the original executed Ballot is actually received by the Voting and Claims Agent.
- (x) Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted.
- (xi) If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing and must submit proper evidence satisfactory to the Debtors to act on behalf of the creditor for whom such party is acting.
- (xii) The Debtors, in their sole discretion, subject to any contrary order of this Court, may waive any defect in any Ballot at any time, whether before or after the Voting Deadline, and without notice.
- (xiii) Any holder of impaired claims who has delivered a valid Ballot voting on the Plan may withdraw such vote in accordance with the Bankruptcy Rules.
- (xiv) Subject to any contrary order of this Court, the Debtors reserve the right to reject any and all Ballots not proper in form, the acceptance of which would, in the opinion of the Debtors or their counsel not be in accordance with the provisions of the Bankruptcy Code or the Disclosure Statement Order.
- (xv) If no votes to accept or reject the Plan are received with respect to a particular class, such class shall be deemed to have voted to accept the Plan.
- (xvi) Unless waived by the Debtors or as ordered by this Court, any defects or irregularities in connection with the deliveries of the Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots will not be deemed to have been made until such irregularities have been cured or waived.
- (xvii) With respect to a Ballot received prior to the Voting Deadline, neither the Debtors, the Voting and Claims Agent nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots nor will any of them incur liabilities for failure to provide such notification.
- (xviii) Any Ballot that is otherwise properly completed and returned but (a) does not indicate either an acceptance or rejection of the Plan or (b) indicates both an

acceptance and rejection of the Plan, will be counted as having been cast as an acceptance of the Plan.

22. Any creditor who has either (a) untimely filed a proof of claim after the bar date for filing proofs of claim or (b) only a scheduled claim that was scheduled as contingent, unliquidated, disputed, or for zero dollars shall receive a Confirmation Hearing Notice, but shall not receive a Ballot.

23. With respect to Solicitation Packages that are returned to the Voting and Claims Agent marked “undeliverable” by the U.S. Postal Service, the Voting and Claims Agent, the Debtors, or any other party has no duty to attempt to find a better address or to re-mail the Solicitation Package. If the Voting and Claims Agent does not have a working address for a creditor, they are not obligated to mail a Solicitation Package to such creditor.

PROCEDURES FOR TEMPORARY ALLOWANCE OF CLAIMS

24. Any party that seeks to challenge the temporary allowance of its claim for voting purposes based on the Tabulation Rules, the Tabulation Procedures or otherwise, shall be required to file a motion, pursuant to Bankruptcy Rule 3018(a) (a “**Motion for Temporary Allowance**”). Motions for Temporary Allowance must be served on the Debtors such as to be **actually received no later than 4:00 p.m. (prevailing Eastern Time) on _____, 2009** (the “**Motion for Temporary Allowance Deadline**”). The Debtors shall (a) have seven (7) days after the Motion for Temporary Allowance Deadline to file and serve any responses or objections to Motions for Temporary Allowance; and (b) coordinate with the Clerk of the Court to set a time to adjudicate and resolve all pending Motions for Temporary Allowance and responses thereto.

25. Any Ballot submitted by a creditor that files a Motion for Temporary Allowance will be counted solely in accordance with the Tabulation Rules and Tabulation

Procedures and other applicable provisions of this Order unless and until the underlying claim is temporarily allowed by this Court for voting purposes in a different amount, after notice and a hearing.

**CONFIRMATION HEARING AND DEADLINE FOR FILING OBJECTIONS
TO CONFIRMATION OF THE PLAN**

26. The Confirmation Hearing is scheduled for _____, 2009 at __:___
__m. (prevailing Eastern Time) in United States Bankruptcy Court for the Southern District of Ohio, before the Honorable J. Vincent Aug, U.S. Courthouse, 221 E. Fourth Street, Atrium Two Suite 800, Cincinnati, Ohio 45202. The Confirmation Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date(s) at said hearing and at any adjourned hearing(s).

27. Objections or proposed modifications, if any, to the Plan must be in writing, and: (a) state the name and address of the objecting party and the nature of the claim or interest of such party; (b) state with particularity the legal and factual grounds of any objection or proposed modification; (c) provide, where applicable, the specific text that the objecting party believes to be appropriate to insert into the Plan; and (d) be filed, together with proof of service, with the Court and served upon: (i) counsel for the Debtor, Latham & Watkins LLP, Counsel for the Debtors, Suite 5800, 233 S. Wacker Drive, Chicago, Illinois 60606, (Attn: Stephen R. Tetro II, Esq.) and Frost Brown Todd LLC, 2200 PNC Center, 201 East Fifth Street, Cincinnati, Ohio 45202 (Attn: Ronald E. Gold, Esq.); (ii) counsel for the Committee, Schottenstein, Zox & Dunn Co., LPA, 250 West Street, Columbus, OH 43215-7509, (Attn: Victoria E Powers, Esq., Tyson A Crist, Esq., and Daniel M Anderson, Esq.); and (iii) Office of the United States Trustee for the Southern District of Ohio, 36 East Seventh Street, Suite 2030, Cincinnati, Ohio 45202, (Attn: Monica Kindt, Esq.); such as to be **actually received** no later than **4:00 p.m. (prevailing**

Eastern Time) on _____, 2009 (the “Confirmation Objection Deadline”). Any confirmation objection not filed and served as set forth herein shall be deemed waived and may not be considered by the Court. Upon the request of a party in interest, the Debtors, in their discretion, may extend the Objection Deadline with respect to that particular party in interest.

28. Inclusion of the Confirmation Hearing Notice in the Solicitation Package, and the service of the Solicitation Packages as provided for herein, provides sufficient notice as required by the Bankruptcy Code of approval of the Disclosure Statement, the Record Date, the Voting Deadline, the Confirmation Objection Deadline, and the time, date, and place of the Confirmation Hearing.

29. The Debtors will publish the Confirmation Hearing Notice in the *Cincinnati Enquirer* on a date no later than fifteen (15) days prior to the Voting Deadline.

30. The Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

31. The Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, Plan, Ballots, Confirmation Hearing Notice, Notices of Non-Voting Status, and related documents without further order of the Court, including changes to correct typographical and grammatical errors and to make conforming changes among the foregoing documents.

32. The determinations, findings, judgments, decrees and orders set forth or incorporated herein constitute the Court’s findings of fact and conclusions of law pursuant to Bankruptcy Rules 7052 and 9014. Each finding of fact set forth or incorporated herein, to the extent it is or may be deemed a conclusion of law, shall also constitute a conclusion of law.

Each conclusion of law set forth or incorporated herein to the extent it is or may be deemed a finding of fact, shall also constitute a finding of fact.

SO ORDERED.

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EXHIBIT B

Proposed Ballot

THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE RECEIVED BY
THE VOTING AND CLAIMS AGENT IS: _____, 2009, 4:00 P.M.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF OHIO

In re) Chapter 11
)
SL Liquidating, Inc. (f/k/a SENCORP), et al.,¹) Case No. 09-12869 (JVA)
) (Jointly Administered)
)
Debtors) Honorable J. Vincent Aug, Jr.
)
) **BALLOT**
) For Accepting or Rejecting the Plan (as defined on
) the reverse of this ballot

BALLOT FOR GENERAL UNSECURED CLAIMS (CLASS 4)

HOW TO VOTE

1. REVIEW INSTRUCTIONS BELOW COMPLETING THIS BALLOT.
2. REVIEW AND COMPLETE ITEM 1 AND ITEM 2
3. SIGN THE BALLOT.
4. RETURN THE BALLOT IN THE PRE-PAID, PRE-ADDRESSED ENVELOPE. ANY BALLOT RETURNED TO AN ADDRESS OTHER THAN THE ONE ON THE ENVELOPE PROVIDED MAY NOT BE COUNTED. YOU MAY NOT RETURN YOUR BALLOT BY FACSIMILE, E-MAIL OR OTHER ELECTRONIC TRANSMISSION.

INSTRUCTIONS FOR COMPLETING BALLOT

The above-captioned debtors and debtors in possession (collectively, the "Debtors") filed their Plan of Liquidation (as the same may be amended or modified, the "Plan") dated October 15, 2009. The Bankruptcy Court has approved the *Disclosure Statement for the Joint Plan of SL Liquidating, Inc. (f/k/a SENCORP) and its Affiliated Debtors under Chapter 11 of the Bankruptcy Code* (as the same may be amended or modified, the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy by contacting The Garden City Group, Inc. (the "Voting and Claims Agent") at 866-850-6029 or free of charge at <http://sl-liquidating.com>. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used in this ballot or these instructions that are not otherwise defined have the meanings ascribed thereto in the Plan.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 4 under the Plan. If you vote to accept the Plan, you are specifically consenting to certain releases contained in the Plan, including releases of certain non-debtor entities, as provided in the Plan, upon the occurrence of the Effective Date.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if 1) it is accepted by

¹ The Debtors in these Chapter 11 cases are: SL Liquidating, Inc. (f/k/a SENCORP), SP Liquidating, Inc. (f/k/a Senco Products, Inc.), SE Liquidating, Inc. (f/k/a Senco Export, Inc.), GS Liquidating, LLC (f/k/a SenSource Global Sourcing, LLC), TR Liquidating, LLC (f/k/a TyRex, LLC), GF Liquidating, LLC (f/k/a Global Fastening Solutions, LLC), AF Liquidating, LLC (f/k/a Agrifast, LLC), NC Liquidating, LLC (f/k/a Nexicor, LLC), OF Liquidating, LLC (f/k/a Omnifast, LLC), SC Liquidating, Inc. (f/k/a S C FINANCIAL, INC.), SI Liquidating, Inc. (f/k/a Senco International, Inc.), SM Liquidating, Inc. (f/k/a Sentron Medical, Inc.), and GL Liquidating, Inc. (f/k/a Gregg Laboratories, Inc.).

the holders of at least two-thirds in amount and more than one-half in number of the claims in each impaired class containing claims who vote on the Plan, 2) it is accepted by the holders of at least two-thirds in amount of the interests in each impaired class containing interests who vote on the Plan and 3) the Plan otherwise satisfies the applicable requirements of Section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the class or classes rejecting the Plan and (b) otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code.

Please read and follow these instructions carefully. In order for your vote to count, your ballot must be received by the Voting and Claims Agent at the address set forth below on or before _____, **2009 at 4:00 p.m. (prevailing Eastern Time)** (the "Voting Deadline"), unless such deadline is extended by the Bankruptcy Court.

If by first class mail:

The Garden City Group, Inc.
Attn: SL Liquidating, Inc. Balloting
P.O. Box 9000 #6529
Merrick, New York 11566-9000

If by hand delivery or overnight mail:

The Garden City Group, Inc.
Attn: SL Liquidating, Inc. Balloting
105 Maxess Road
Melville, New York 11747

Your Claim has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with certain tabulation rules approved by the Bankruptcy Court. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtor or other party in interest in any other context (e.g., the right of the Debtor or other party in interest to contest the amount, validity or classification of any Claim for purposes of allowance and distribution under the Plan). If you wish to challenge the amount of your Claim as set forth on the front of this ballot, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification by _____, **2009 at 4:00 p.m. (prevailing Eastern Time)**. Unless the Bankruptcy Court orders otherwise, your Claim will not be counted as a vote in excess of the amount set forth on the front side.

This ballot is not a letter of transmittal and may not be used for any purpose other than to vote on the Plan.

This ballot does not constitute and will not be deemed a proof of Claim or equity interest or an assertion of a Claim or equity interest.

If you believe that you received the wrong form of ballot, or if you need additional ballots, please contact the Voting and Claims Agent immediately.

TO COMPLETE THE BALLOT PROPERLY, YOU MUST FOLLOW THE PROCEDURES DESCRIBED BELOW:

- (a) Cast ONE vote to accept or reject the Plan by checking the proper box in Item 1;
- (b) You must vote all of your Claims or interests within the same class under the Plan either to accept or reject the Plan and may not split your vote. Any Ballot that partially rejects and partially accepts the Plan shall be counted as an acceptance of the Plan;
- (c) Sign and date the ballot in Item 2;
- (d) If you are completing the ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing, and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of Board resolutions authorizing you to so act);
- (e) If the claimant name and address information appearing on the ballot label indicates the joint tenancy of a claim or security, both parties to that claim or security must sign the ballot in order for it to be counted;
- (f) Provide your name and mailing address if different from the pre-printed address that appears on the ballot or if no pre-printed address appears on the ballot;
- (g) If you cast more than one ballot voting the same Claim prior to the Voting Deadline, the latest dated ballot received by the Voting and Claims Agent before the Voting Deadline will supersede all prior ballots.
- (h) Return each ballot to the Voting and Claims Agent on or before the Voting Deadline using the pre-paid, pre-addressed return envelope enclosed with such ballot by U S mail, overnight courier or hand delivery. **Any Ballot returned to an address other than the one on the envelope provided may not be counted. You may *not* return your Ballot by facsimile, e-mail or other electronic transmission.**

ONLY ORIGINAL BALLOTS WITH ORIGINAL SIGNATURES WILL BE COUNTED. ANY BALLOT THAT IS NOT SIGNED WILL NOT BE COUNTED. ANY BALLOT THAT IS VALIDLY EXECUTED BUT DOES NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN, OR INDICATES BOTH AN ACCEPTANCE AND REJECTION OF THE PLAN, WILL BE COUNTED AS HAVING BEEN CAST AS AN ACCEPTANCE OF THE PLAN.

PLEASE COMPLETE AND SEND IN YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR THE VOTING PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AND CLAIMS AGENT IN WRITING AT THE **GARDEN CITY GROUP, INC., ATTN: SL LIQUIDATING, INC. BALLOTING, P.O. BOX 9000 #6529, MERRICK, NEW YORK 11566-9000 OR AT (866) 850-6029**. THE VOTING AND CLAIMS AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

INTENTIONALLY LEFT BLANK

Item 1. Class Vote. The undersigned certifies that the undersigned, a holder of a General Unsecured Claim (Class 4) of the Plan in the amount set forth below, votes to:

ACCEPT THE PLAN.

REJECT THE PLAN.

Voting Amount: \$ _____

(check one box only— if you do not indicate either an acceptance or rejection of the Plan, or indicate both an acceptance and a rejection of the Plan, your ballot will be counted as having been cast as an acceptance of the Plan)

Item 2. Acknowledgments. By signing this ballot, the undersigned acknowledges receipt of the Disclosure Statement (as defined on the reverse of this ballot) and the other applicable solicitation materials and certifies that the undersigned has reviewed the instructions listed on the reverse of this ballot, and is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that, if this ballot is validly executed but does not indicate either an acceptance or rejection of the Plan, or indicates both an acceptance and rejection of the Plan, this ballot will be counted as having been cast as an acceptance of the Plan. (If the ballot is not signed on the appropriate lines below, this ballot will not be counted). **If you vote to accept the Plan, you are specifically consenting to certain releases contained in the Plan, including releases of certain non-debtor entities, as provided in the Plan, upon the occurrence of the Effective Date.**

Name: _____

Signature _____

Additional Signature: (in the case of a joint tenancy of a claim) _____

Social Security or Federal Tax I.D. No.: _____

If by Authorized Agent, Name and Title: _____

Name of Institution: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

EXHIBIT C-1

Notice of Non-Voting Status – Impaired Classes

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

In re) Chapter 11
)
) Case No. 09-12869 (JVA)
SL Liquidating, Inc. (f/k/a SENCORP), et al.,¹) (Jointly Administered)
)
) Honorable J. Vincent Aug, Jr.
Debtors.)
) Related Docket Nos. _____

NOTICE OF NON-VOTING STATUS — IMPAIRED CLASSES

PLEASE TAKE NOTICE THAT on _____, 2009, the United States Bankruptcy Court for the Southern District of Ohio entered an order (the “**Disclosure Statement Order**”) approving the Disclosure Statement of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) pursuant to Section 1125 of the Bankruptcy Code (as the same may be amended or modified, the “**Disclosure Statement**”), filed by the Debtors in connection with their Plan of SL Liquidating, Inc. (f/k/a SENCORP) and its Affiliated Debtors Under Chapter 11 of the Bankruptcy Code (as the same may be amended or modified, the “**Plan**”).

PLEASE TAKE FURTHER NOTICE THAT IF YOU HAVE RECEIVED THIS NOTICE, YOU WILL RECEIVE NO DISTRIBUTION UNDER THE PLAN ON ACCOUNT OF YOUR CLAIM(S) AGAINST OR INTEREST(S) IN THE DEBTORS AND THEREFORE, PURSUANT TO 11 U.S.C. § 1126(g), YOU ARE (I) DEEMED TO HAVE REJECTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THE ENCLOSED DOCUMENTS ARE PROVIDED FOR INFORMATIONAL PURPOSES ONLY. COPIES OF THE PLAN AND THE DISCLOSURE STATEMENT MAY BY OBTAINED, UPON WRITTEN REQUEST, FROM THE SOLICITATION AND VOTING REPRESENTATIVE, THE GARDEN CITY GROUP, INC., ATTN: SL LIQUIDATING, INC. BALLOTING, P.O. BOX 9000 #6529, MERRICK, NEW YORK 11566-9000 OR FREE OF CHARGE AT [HTTP://SL-LIQUIDATING.COM](http://SL-LIQUIDATING.COM).

Dated: _____, 2009

BY ORDER OF THE UNITED STATES BANKRUPTCY
COURT FOR THE SOUTHERN DISTRICT OF OHIO

¹ The Debtors in these Chapter 11 cases are: SL Liquidating, Inc. (f/k/a SENCORP), SP Liquidating, Inc. (f/k/a Senco Products, Inc.), SE Liquidating, Inc. (f/k/a Senco Export, Inc.), GS Liquidating, LLC (f/k/a SenSource Global Sourcing, LLC), TR Liquidating, LLC (f/k/a TyRex, LLC), GF Liquidating, LLC (f/k/a Global Fastening Solutions, LLC), AF Liquidating, LLC (f/k/a Agrifast, LLC), NC Liquidating, LLC (f/k/a Nexicor, LLC), OF Liquidating, LLC (f/k/a Omnifast, LLC), SC Liquidating, Inc. (f/k/a S C FINANCIAL, INC.), SI Liquidating, Inc. (f/k/a Senco International, Inc.), SM Liquidating, Inc. (f/k/a Sentron Medical, Inc.), and GL Liquidating, Inc. (f/k/a Gregg Laboratories, Inc.).

EXHIBIT C-2

Notice of Non-Voting Status – Unimpaired Classes

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

In re) Chapter 11
)
) Case No. 09-12869 (JVA)
SL Liquidating, Inc. (f/k/a SENCORP), et al.,¹) (Jointly Administered)
)
) Honorable J. Vincent Aug, Jr.
Debtors.)
) Related Docket Nos. _____

NOTICE OF NON-VOTING STATUS — UNIMPAIRED CLASSES

PLEASE TAKE NOTICE THAT on _____, 2009, the United States Bankruptcy Court for the Southern District of Ohio entered an order (the “**Disclosure Statement Order**”) approving the Disclosure Statement of the above captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) pursuant to Section 1125 of the Bankruptcy Code (as the same may be amended or modified, the “**Disclosure Statement**”), filed by the Debtors in connection with their Plan of SL Liquidating, Inc. (f/k/a SENCORP) and its Affiliated Debtors Under Chapter 11 of the Bankruptcy Code (as the same may be amended or modified, the “**Plan**”).

PLEASE TAKE FURTHER NOTICE THAT IF YOU HAVE RECEIVED THIS NOTICE, YOUR CLAIM(S) AGAINST OR INTEREST(S) IN THE DEBTORS IS/ARE NOT IMPAIRED AND THEREFORE, PURSUANT TO 11 U.S.C. § 1126(f), YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THE ENCLOSED DOCUMENTS ARE PROVIDED FOR INFORMATIONAL PURPOSES ONLY. COPIES OF THE PLAN AND THE DISCLOSURE STATEMENT MAY BY OBTAINED, UPON WRITTEN REQUEST, FROM THE SOLICITATION AND VOTING REPRESENTATIVE, THE GARDEN CITY GROUP, INC., ATTN: SL LIQUIDATING, INC. BALLOTING, P.O. BOX 9000 #6529, MERRICK, NEW YORK 11566-9000 OR FREE OF CHARGE AT HTTP://SL-LIQUIDATING.COM.

Dated: _____, 2009

BY ORDER OF THE UNITED STATES BANKRUPTCY
COURT FOR THE SOUTHERN DISTRICT OF OHIO

¹ The Debtors in these Chapter 11 cases are: SL Liquidating, Inc. (f/k/a SENCORP), SP Liquidating, Inc. (f/k/a Senco Products, Inc.), SE Liquidating, Inc. (f/k/a Senco Export, Inc.), GS Liquidating, LLC (f/k/a SenSource Global Sourcing, LLC), TR Liquidating, LLC (f/k/a TyRex, LLC), GF Liquidating, LLC (f/k/a Global Fastening Solutions, LLC), AF Liquidating, LLC (f/k/a Agrifast, LLC), NC Liquidating, LLC (f/k/a Nexicor, LLC), OF Liquidating, LLC (f/k/a Omnifast, LLC), SC Liquidating, Inc. (f/k/a S C FINANCIAL, INC.), SI Liquidating, Inc. (f/k/a Senco International, Inc.), SM Liquidating, Inc. (f/k/a Sentron Medical, Inc.), and GL Liquidating, Inc. (f/k/a Gregg Laboratories, Inc.).

EXHIBIT D

Confirmation Hearing Notice

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

In re)	Chapter 11
)	
)	Case No. 09-12869 (JVA)
SL Liquidating, Inc. (f/k/a SENCORP), <u>et al.</u> , ¹)	(Jointly Administered)
)	
Debtors.)	Honorable J. Vincent Aug, Jr.
)	Related Docket Nos. _____

NOTICE OF ENTRY OF ORDER: (A) APPROVING THE ADEQUACY OF DISCLOSURE STATEMENT; (B) FIXING A RECORD DATE; (C) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR THE DISTRIBUTION THEREOF; (D) APPROVING FORM OF BALLOTS; (E) APPROVING NOTICE TO NONVOTING CLASSES; (F) ESTABLISHING VOTING DEADLINES AND PROCEDURES FOR TABULATION OF VOTES; (G) APPROVING PROCEDURES FOR TEMPORARY ALLOWANCE OF CLAIMS; AND (H) SCHEDULING HEARING ON CONFIRMATION OF THE PLAN OF LIQUIDATION, APPROVING FORM OF NOTICE THEREOF AND ESTABLISHING DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF THE PLAN OF LIQUIDATION

TO ALL CREDITORS, INTEREST HOLDERS AND PARTIES IN INTEREST:

NOTICE IS HEREBY GIVEN that on _____, 2009, the United States Bankruptcy Court for the Southern District of Ohio (the “**Bankruptcy Court**”) entered an order (the “**Disclosure Statement Order**”) approving the Disclosure Statement of the above captioned debtors and debtors in possession (collectively, the “**Debtors**”) pursuant to Section 1125 of the Bankruptcy Code filed by the Debtors in connection with their Plan of SL Liquidating, Inc. (f/k/a SENCORP) and its Affiliated Debtors Under Chapter 11 of the Bankruptcy Code (as the same may be amended or modified, the “**Plan**”).² Copies of the Disclosure Statement Order, the Plan, and the Disclosure Statement may be obtained upon written request to Debtor’s counsel at the address below or from the Voting and Claims Agent, The Garden City Group, Inc., attn: SL

¹ The Debtors in these Chapter 11 cases are: SL Liquidating, Inc. (f/k/a SENCORP), SP Liquidating, Inc. (f/k/a Senco Products, Inc.), SE Liquidating, Inc. (f/k/a Senco Export, Inc.), GS Liquidating, LLC (f/k/a SenSource Global Sourcing, LLC), TR Liquidating, LLC (f/k/a TyRex, LLC), GF Liquidating, LLC (f/k/a Global Fastening Solutions, LLC), AF Liquidating, LLC (f/k/a Agrifast, LLC), NC Liquidating, LLC (f/k/a Nexicor, LLC), OF Liquidating, LLC (f/k/a Omnifast, LLC), SC Liquidating, Inc. (f/k/a S C FINANCIAL, INC.), SI Liquidating, Inc. (f/k/a Senco International, Inc.), SM Liquidating, Inc. (f/k/a Sentron Medical, Inc.), and GL Liquidating, Inc. (f/k/a Gregg Laboratories, Inc.).

² See Plan for definitions of capitalized terms that are not otherwise defined in this Notice.

Liquidating, Inc., Balloting, P.O. Box 9000 #6529, Merrick, New York 11566-9000 or free of charge at <http://SL-liquidating.com>.

NOTICE IS FURTHER GIVEN that the Bankruptcy Court has fixed _____, **2009** as the record date for determining the holders of claims and interests entitled to vote on the Plan.

NOTICE IS FURTHER GIVEN that the Bankruptcy Court has fixed _____, **2009** at __:___.m. (**prevailing Eastern Time**), as the date and time for the hearing to consider entry of an order confirming the Plan (the “**Confirmation Hearing**”). The Confirmation Hearing will be held in the United States Bankruptcy Court for the Southern District of Ohio, before the Honorable J. Vincent Aug, U.S. Courthouse, 221 E. Fourth Street, Atrium Two Suite 800, Cincinnati, Ohio 45202, and may be continued from time to time without further notice other than the announcement by the Debtors of the continued date, and the Plan may be modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

NOTICE IS FURTHER GIVEN that objections or proposed modifications, if any, to the Plan must be in writing, and: (a) state the name and address of the objecting party and the nature of the claim or interest of such party; (b) state with particularity the legal and factual grounds of any objection or proposed modification; (c) provide, where applicable, the specific text that the objecting party believes to be appropriate to insert into the Plan; and (d) be filed, together with proof of service, with the Court and served upon: (i) counsel for the Debtor, Latham & Watkins LLP, Suite 5800, 233 S. Wacker Drive, Chicago, Illinois 60606, (Attn: Stephen R. Tetro II, Esq.) and Frost Brown Todd LLC, 2200 PNC Center, 201 East Fifth Street, Cincinnati, Ohio 45202 (Attn: Ronald E. Gold, Esq.); (ii) counsel for the Committee, Schottenstein, Zox & Dunn Co., LPA, 250 West Street, Columbus, OH 43215-7509, (Attn: Victoria E Powers, Esq., Tyson A Crist, Esq., and Daniel M Anderson, Esq.); and (iii) Office of the United States Trustee for the Southern District of Ohio, 36 East Seventh Street, Suite 2030, Cincinnati, Ohio 45202, (Attn: Monica Kindt, Esq.); such as to be actually received no later than 4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the “**Confirmation Objection Deadline**”). **ANY CONFIRMATION OBJECTION NOT FILED AND SERVED AS SET FORTH HEREIN SHALL BE DEEMED WAIVED AND MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT.**

NOTICE IS FURTHER GIVEN that, to be counted, ballots (the “**Ballots**”) to accept or to reject the Plan must be submitted, in accordance with the instructions set forth on the Ballots, such as to be **actually received** by the Voting and Claims Agent no later than **4:00 p.m. (prevailing Eastern Time)** on _____, **2009**.

NOTICE IS FURTHER GIVEN that holders of (a) unimpaired claims and (b) impaired claims and interests that will receive no distribution under the Plan and, therefore, are not entitled to vote on the Plan, will receive a notice of non-voting status rather than a Ballot. In addition, holders of certain claims, including claims that are the subject of a pending objection to expunge the claims, are not entitled to vote on the Plan and, therefore, will not receive a Ballot. If you are not entitled to vote on the Plan but believe that you should be entitled to vote on the Plan, you must file with the Bankruptcy Court a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure temporarily allowing such claim for purposes of

voting to accept or reject the Plan (a “**Motion for Temporary Allowance**”). Motions for Temporary Allowance must be filed with the Bankruptcy Court by _____, 2009 at 4:00 p.m. (prevailing Eastern Time). As to any creditor filing a Motion for Temporary Allowance, such creditor’s Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes. Motions for Temporary Allowance not timely filed as set forth herein may not be considered.

NOTICE IS FURTHER GIVEN that, except as otherwise provided in the Plan or the Confirmation Order, the Plan proposes an injunction that would permanently enjoin all Entities that have held, hold or may hold Claims or Interests in the Debtors or the Estates, with respect to any such Claims or Interests, after the Confirmation Date from: (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding of any kind (including, without limitation, any proceeding in a judicial, arbitral, administrative or other forum) against or affecting the Debtors, the Estates, or any of their property, or any direct or indirect transferee of any property of, or direct or indirect successor in interest to, any of the foregoing Entities, or any property of any such transferee or successor; (ii) enforcing, levying, attaching (including, without limitation, any pre-judgment attachment), collecting or otherwise recovering by any manner or means, whether directly or indirectly, any judgment, award, decree or order against the Debtors, the Estates or any of their property, or any direct or indirect transferee of any property of, or direct or indirect successor in interest to, any of the foregoing Entities, or any property of any such transferee or successor; (iii) creating, perfecting or otherwise enforcing in any manner, directly or indirectly, any encumbrance of any kind against the Debtors, the Estates or the Post-Consummation Trust or any of their property, or any direct or indirect transferee of any property of, or successor in interest to, any of the foregoing Entities; (iv) asserting any right of setoff, subrogation, or recoupment of any kind, directly or indirectly, against any obligation due the Debtors, the Estates or the Post-Consummation Trust, any of their property, or any direct or indirect transferee of any property of, or successor in interest to, any of the foregoing Entities; and (v) acting or proceeding in any manner, in any place whatsoever, that does not conform to or comply with the provisions of the Plan to the full extent permitted by applicable law.

NOTICE IS FURTHER GIVEN that, the Plan proposes to grant the following releases:

***Releases by Debtor and the Estate.* On the Effective Date and immediately prior to the Debtors’ transfer of assets to the Post-Consummation Trust (such that the Post-Consummation Trust will not receive any Claim released under the Plan) and to the Post-Consummation Committee as provided in the Plan (such that neither the Post-Consummation Trust nor the Post-Consummation Committee will receive any Claim released under the Plan), for the good and valuable consideration provided by each of the Debtor Releasees and the Third Party Releasees, including: (1) the discharge of debt and all other good and valuable consideration paid pursuant to the Plan; and (2) the services of the Debtors’ present and former Officers, Directors and advisors in facilitating the expeditious implementation of the restructuring contemplated by the Plan, each of the Debtors discharge and release and shall be deemed to have provided a full discharge and release to each Debtor Releasee and to each Third Party Releasee (and each such Debtor Releasee and Third Party Releasee so released shall be deemed fully released and**

discharged by the Debtors) and their respective properties from any and all Causes of Action, whether known or unknown, foreseen or unforeseen liquidated or unliquidated, contingent or non-contingent, existing as of the Effective Date in law, at equity whether for tort, fraud, contract, violations of federal or state securities laws or otherwise, arising from or related in any way to the Debtors, including those that any of the Debtors or the Post-Consummation Trust would have been legally entitled to assert in their own right (whether individually or collectively) or that any holder of a Claim or an equity interest or other entity would have been legally entitled to assert on behalf of any of the Debtors or any of their estates, including Causes of Action arising under Chapter 5 of the Bankruptcy Code; **provided, however,** that the foregoing “Debtor Release” shall not operate to waive or release any Causes of Action of any Debtor: (1) against a Debtor Releasee or a Third Party Releasee (other than the Prepetition Credit Facility Agent, the DIP Agent, the DIP Lenders, and the Prepetition Credit Facility Lenders in their capacities as such) arising from any contractual obligations owed to the Debtors; (2) any Insider Causes of Action or (3) expressly set forth in and preserved by the Plan, the Plan Supplement or related documents. Notwithstanding anything contained herein to the contrary, the Plan does not release any Causes of Action that the Debtors or the Post-Consummation Trust have or may have now or in the future against the Non-Released Parties.

Other Releases. On the Effective Date and effective as of the Effective Date, the Releasing Parties (regardless of whether a Releasing Party is a Third Party Releasee) shall provide a full Discharge and Release (and each entity so released shall be deemed released by the Releasing Parties) to the Third Party Releasees and the Debtor Releasees and their respective property from any and all Causes of Action, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, contingent or non-contingent, existing as of the Effective Date in law, at equity, whether for tort, fraud, contract, violations of federal or state securities laws or otherwise, arising from or related in any way to the Debtors, including those in any way related to the Chapter 11 cases or the Plan; provided, however, that the foregoing “Third Party Release” shall not operate to waive or release any Causes of Action of any Releasing Party: (1) against a Debtor Releasee or a Third Party Releasee arising from any contractual obligations owed to the Releasing Party; or (2) expressly set forth in and preserved by the Plan, the Plan Supplement or related documents. Notwithstanding anything herein to the contrary, the Plan does not release any Claims or Causes of Action that the Releasing Parties, the Debtors or the Post-Consummation Trust may have now or in the future against the Non-Released Parties or the Purchaser with respect to the Purchaser’s obligations under the Purchase Agreement, the Sale Order, the Plan or any related documents or orders of the Bankruptcy Court.

Dated: _____, 2009
Cincinnati, Ohio

Respectfully submitted,

LATHAM & WATKINS LLP

Josef S. Athanas (admitted pro hac vice)
Stephen R. Tetro II (admitted pro hac vice)
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

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