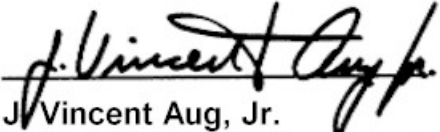


This document has been electronically entered in the records of the United States Bankruptcy Court for the Southern District of Ohio.

IT IS SO ORDERED.

Dated: May 12, 2009


J. Vincent Aug, Jr.
United States Bankruptcy Judge

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

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

**INTERIM ORDER AUTHORIZING THE DEBTORS TO EMPLOY AND RETAIN
MORRIS-ANDERSON & ASSOCIATES, LTD. AS FINANCIAL ADVISORS FOR THE
DEBTORS AND DEBTORS-IN-POSSESSION**

(“MA&A RETENTION INTERIM ORDER”)

Upon consideration of the application¹ (the “**Application**”) of the Debtors² for entry of an order authorizing the Debtors to employ and retain Morris-Anderson & Associates Ltd.

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

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

(“**MA&A**”) as financial advisors for the Debtors and Debtors-in-Possession, effective as of the Petition Date, pursuant to sections 327(a) and 1107 of the Bankruptcy Code and Bankruptcy Rule 2014(a); and upon the Affidavit of David E. Mack (the “**Mack Affidavit**”); and this Court being satisfied based on the representations made in the Application and the Mack Affidavit that MA&A is disinterested as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; 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 Application is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Application and opportunity for objection having been given, with no objections or requests for hearing having been filed, or all objections having been overruled, as the case may be; and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefore, it is hereby:

1. ORDERED that the Application is granted and approved on an interim basis; and it is further

2. ORDERED that, in accordance with section 327(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain MA&A as their financial advisors on an interim basis on the terms set forth in the Engagement Letter, effective as of the Petition Date; and it is further

3. ORDERED that MA&A shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and Local Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court; and it is further

4. ORDERED that all requests of MA&A for payment of indemnity, contribution or otherwise pursuant to the indemnification provisions of the Engagement Letter shall be made by means of an interim or final fee application and shall be subject to the approval of, and review by, this Court to ensure that such payment conforms to the terms of the Engagement Letter, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the orders of this Court, and is reasonable based upon the circumstances of the litigation or settlement in respect of which indemnity is sought; provided, however, that in no event shall MA&A be indemnified or receive contribution to the extent that any claim or expense has resulted from the bad faith, self-dealing, breach of fiduciary duty, if any, gross negligence or willful misconduct on the part of MA&A; and it is further

5. ORDERED that in no event shall MA&A be indemnified or receive contribution or other payment under the indemnification provisions of the Engagement Letter if the Debtors, their estates or the statutory committee of unsecured creditors assert a claim, to the extent that this Court determines by final order that such claim arose out of bad faith, self-dealing, breach of fiduciary duty, if any, gross negligence or willful misconduct on the party of MA&A; and it is further

6. ORDERED that in the event that MA&A seeks reimbursement for attorneys' fees from the Debtors pursuant to the Engagement Letter, the invoices and supporting time records from such attorneys shall be annexed to MA&A's own interim and final fee applications, and such invoices and time records shall be subject to the approval of the Bankruptcy Court under the standards of section 330 of the Bankruptcy Code without regard to whether such person has been retained under section 327 of the Bankruptcy Code and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code; and it is further

7. ORDERED that this Interim Order shall remain in full force and effect until such time as this Court enters an order ruling on the Application on a final basis; and it is further

8. ORDERED that within five (5) business days after entry hereof, the Debtors shall serve a copy of the Application and this Order upon: (a) the Office of the United States Trustee for the Southern District of Ohio, (b) counsel to the administrative agent for the Debtors' prepetition lenders; (c) counsel to the administrative agent for the Debtors' proposed debtor-in-possession lenders; (d) the creditors listed on the Debtors' consolidated list of thirty largest unsecured creditors, as filed with the chapter 11 petitions; (e) all parties asserting a security interest in the assets of the Debtors to the extent reasonably known to the Debtors; and (f) any governmental unit listed in LBR 5003-1(d). Notice served pursuant to the preceding sentence shall be via first class mail, postage prepaid. No further notice of the final hearing to approve the Application or of the entry of this Interim Order need be served by the Debtors; and it is further

9. ORDERED that objections, if any, to the relief requested in the Application must be filed with the Clerk of the United States Bankruptcy Court for the Southern District of Ohio, together with proof of service thereof, and served so as to be **ACTUALLY RECEIVED** no later than 4:00 p.m. (prevailing Eastern time) on June 2, 2009 (the "**Objection Deadline**") by (i) Latham & Watkins LLP, Counsel for the Debtors, Sears Tower, Suite 5800, 233 S. Wacker Drive, Chicago, Illinois 60606, (Attn: Stephen R. Tetro II, Esq.); (ii) Frost Brown Todd LLC, local Counsel for the Debtors, 2200 PNC Center, 201 East Fifth Street, Cincinnati, Ohio 45202, (Attn: Ronald E. Gold, Esq.); (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.); (iv), Katten Muchin Rosenman LLP, Counsel for the administrative agent for the Debtors' prepetition Lenders and proposed debtor-in-possession Lenders, 525 West Monroe

Street, Chicago, Illinois 60661, (Attn: John Sieger, Esq. and Peter Siddiqui, Esq.); (v) Morris-Anderson & Associates Ltd., 55 West Monroe Street, Suite 2500, Chicago, Illinois 60603, (Attn: David Mack) and (vi) those parties who have filed a notice of appearance and request for service of pleadings in these Chapter 11 Cases; and it is further.

10. ORDERED that, in the event an objection is timely served and filed in accordance with this Order, there shall be a hearing held before the Honorable J. Vincent Aug, Jr., United States Bankruptcy Judge, in courtroom #1 of the United States Bankruptcy Court, 221 E. Fourth Street, Atrium Two Suite 800, Cincinnati, Ohio 45202, on June 8, 2009 at 2:00 p.m. (prevailing Eastern time) to consider such objection and, pending entry of an order following the conclusion of said hearing, the relief granted herein shall remain in effect on an interim basis; and it is further

11. ORDERED that MA&A shall be entitled to payment of fees and reimbursement of expenses for services provided by MA&A pursuant to this Interim Order while such Interim Order is and remains pending, in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and orders of this Court, to the same extent as if such services were provided pursuant to a final order of this Court; and it is further

12. ORDERED that, in the absence of any objection(s) to the retention of MA&A, as provided for above; the Debtors shall submit an order granting on a final basis the relief requested in the Application, and such order may be entered without further notice or hearing, effective *nunc pro tunc* to the date on which the Debtors commenced these Chapter 11 Cases; and it is further

13. ORDERED that the requirement set forth in LBR 9013-1(a) that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived; and it is further

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

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