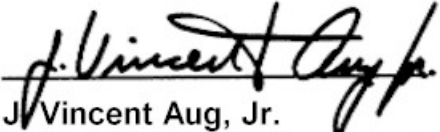


This document has been electronically entered in the records of the United States Bankruptcy Court for the Southern District of Ohio.

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 PURSUANT TO 11 U.S.C. §§ 105(A) AND 366
(I) PROHIBITING UTILITIES FROM DISCONTINUING, ALTERING,
OR REFUSING SERVICE, (II) ESTABLISHING PROCEDURES FOR
DETERMINING ADEQUATE ASSURANCES OF PAYMENT, AND
(III) ESTABLISHING PROCEDURES FOR THE UTILITIES TO OPT OUT
OF THE DEBTORS' PROPOSED ADEQUATE ASSURANCE PROCEDURES**

Upon consideration of the motion (the "Motion")¹ of the Debtors² for entry of an order authorizing (i) prohibiting utilities from altering, refusing, or discontinuing service to, or

¹ Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion.
² The Debtors in these Chapter 11 cases are: SENCORP, Senco Products, Inc., Senco Export, Inc., SenSource Global Sourcing, LLC, TyRex, LLC, Global Fastening Solutions, LLC, Agrifast, LLC, Nexicor, LLC, Omnifast, LLC, S C FINANCIAL, INC., Senco International, Inc., Sentron Medical, Inc., and Gregg Laboratories, Inc.

discriminating against, the Debtors, (ii) establishing procedures for determining adequate assurance of payment, and (iii) establishing procedures for utilities to opt out of the Debtors' proposed procedures for adequate assurance; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Motion and opportunity for objection having been given, with no objections or requests for hearing having been filed, or all objections having been overruled, as the case may be; and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefore, it is hereby:

1. ORDERED that the Motion is granted on an interim basis until such time as this Court conducts a final hearing on this matter (the "**Final Hearing Date**"); and it is further

2. ORDERED that, absent compliance with the procedures set forth in the Motion and this Order, the Utility Providers are (i) forbidden and prohibited from discontinuing, altering, or refusing service to, or discriminating against, the Debtors on account of unpaid charges for prepetition services or the Debtors' bankruptcy filing and (ii) deemed to have received adequate assurance of payment in compliance with Section 366 of the Bankruptcy Code; and it is further

3. ORDERED that any Utility Provider who has accepted an Adequate Assurance Deposit and did not make an Additional Assurance Request at least five (5) business days prior to the Final Hearing Date, will be deemed to have stipulated that the Adequate Assurance Deposit constitutes adequate assurance of future payment to such Utility Provider, and such Utility Provider is further deemed to have waived any right to seek additional adequate assurance during the course of these Chapter 11 Cases; and it is further

4. ORDERED that any Utility Provider who accepted an Adequate Assurance Deposit shall be required to return the Adequate Assurance Deposit to the Debtors within the earlier of 15 days of the effective date of any confirmed plan of reorganization or liquidation or the closing of a sale of substantially all of the Debtors assets, if not returned or applied sooner; and it is further

5. ORDERED that the following Adequate Assurance Procedures are approved in full and in all respects:

- a. The Debtors will fax, email, serve by overnight mail or otherwise expeditiously send a copy of this Motion, together with the proposed utility order, which Motion includes the proposed procedures, to each Utility Provider within three (3) business days after this Court enters the proposed Interim Order.
- b. The Debtors will pay each Utility Provider an Adequate Assurance Deposit within five (5) business days of entry of this Order by this Court; provided that such Utility Provider is not currently paid in advance for its services and/or does not already hold a deposit equal to or greater than the Adequate Assurance Deposit (which existing deposit shall be deemed to be the Adequate Assurance Deposit).
- c. A Utility Provider desiring additional assurances of payment in the form of deposits, security or otherwise must serve a request (an “**Additional Assurance Request**”) upon the Debtors at the following addresses: (i) Global Fastening Solutions, 4270 Ivy Pointe Boulevard, Cincinnati, Ohio 45245, Attn: Cliff Mentrup and SENCORP, 4270 Ivy Pointe Boulevard, Cincinnati, Ohio 45245, Attn: Marie Boyle; (ii) counsel to the Debtors, Latham & Watkins LLP, 233 South Wacker Drive, Suite 5800, Chicago, Illinois 60606, Attn: Josef A. Athanas and Stephen R. Tetro II and Frost Brown Todd LLP, 2200 PNC Center 201 East Fifth Street, Cincinnati, Ohio 45202, Attn: Ronald Gold, Esq. and Beth Buchanan, Esq., and (iii) the Office of the United States Trustee for the Southern District of Ohio, 36 East Seventh Street, Suite 2030, Cincinnati, Ohio 45202 (collectively, the “**Service Parties**”). The Additional Assurance Request must be sent to all of the above notice parties to be deemed valid.
- d. The Additional Assurance Request must be made and **actually received** by all the Service Parties listed above by no later than five (5) business days prior to the Final Hearing Date. If a Utility Company fails to timely file and serve its request, it shall be: (i) forbidden to discontinue, alter or refuse service to, or discriminate against, the Debtors on account of any

unpaid prepetition charges or the commencement of these Chapter 11 Cases, or require additional adequate assurance of payment other than the two-week Proposed Adequate Assurance described above; and (ii) deemed to have received adequate assurance of payment in compliance with Section 366 of the Bankruptcy Code.

- e. Any Additional Assurance Request must: (i) be made in writing; (ii) set forth the location for which utility services are provided; (iii) include a summary of the Debtors' payment history relevant to the affected account(s), including any security deposits; and (iv) set forth why the Utility Provider believes the Proposed Adequate Assurance is not sufficient adequate assurance of future payment.
- f. Upon the Debtors' and other required parties' receipt of any Additional Assurance Request at the addresses set forth above, the Debtors shall have the greater of (a) fourteen (14) days from the receipt of any such Additional Assurance Request or (b) thirty (30) days from the Petition Date (collectively, the "**Resolution Period**") to negotiate with the Utility Provider to endeavor to resolve that Utility Provider's request for additional assurance of payment. During this period, Utility Providers may not discontinue, alter or refuse service to, or discriminate against, the Debtors on account of any unpaid prepetition charges or the commencement of these Chapter 11 Cases.
- g. The Debtors may, in their discretion, resolve any Additional Assurance Request by mutual agreement with the Utility Provider and without further order of this Court, and may, in connection with any such agreement, in their discretion, provide a Utility Provider with additional adequate assurance of future payment including, but not limited to, cash deposits, prepayments and/or other forms of security, without further order of this Court, if the Debtors believe such additional assurance is reasonable.
- h. If the Debtors determine that the Additional Assurance Request is not reasonable and are not able to reach an alternative resolution with the Utility Provider during the Resolution Period, the Debtors, during or immediately after the Resolution Period, will request a hearing before this Court to determine the adequacy of assurances of payment with respect to a particular Utility Provider (the "**Determination Hearing**") pursuant to Section 366(c)(3) of the Bankruptcy Code.
- i. Pending resolution of any such Determination Hearing, such particular Utility Provider shall be restrained from discontinuing, altering, or refusing service to, or discriminating against, the Debtors on account of unpaid charges for prepetition services or the Debtors' bankruptcy filing.

and it is further

6. ORDERED that the following opt-out procedures are approved in full and in all respects:

- a. Any Utility Provider who objects to the Adequate Assurance Procedures outlined above must file an objection to such procedures (a “**Procedure Objection**”) so that it is actually received at least five business days prior to the Final Hearing Date by the Debtors at the following addresses: (i) Global Fastening Solutions, 4270 Ivy Pointe Boulevard, Cincinnati, Ohio 45245, Attn: Cliff Mentrup and SENCORP, 4270 Ivy Pointe Boulevard, Cincinnati, Ohio 45245, Attn: Marie Boyle; (ii) counsel to the Debtors, Latham & Watkins LLP, 233 South Wacker Drive, Suite 5800, Chicago, Illinois 60606, Attn: Josef S. Athanas and Stephen R. Tetro II and Frost Brown Todd LLP, 2200 PNC Center 201 East Fifth Street, Cincinnati, Ohio 45202, Attn: Ronald Gold, Esq. and Beth Buchanan, Esq., and (iii) the Office of the United States Trustee, for the Southern District of Ohio, 36 East Seventh Street, Suite 2030, Cincinnati, Ohio 45202.
- b. Any Procedure Objection must (i) be made in writing; (ii) set forth the location for which utility services are provided, (iii) include a summary of the Debtors’ payment history relevant to the affected account(s), including any security deposits; (iv) set forth why the Utility Provider believes the Proposed Adequate Assurance is not sufficient adequate assurance of future payment; and (v) set forth why the Utility Provider believes it should be exempted from the Adequate Assurance Procedures.
- c. The Debtors may, in their discretion, resolve any Procedure Objection by mutual agreement with the Utility Provider and without further order of this Court, and may, in connection with any such agreement, in their discretion, provide a Utility Provider with additional adequate assurance of future payment including, but not limited to, cash deposits, prepayments and/or other forms of security, without further order of this Court if the Debtors believe such additional assurance is reasonable.
- d. If the Debtors determine that the Procedure Objection is not reasonable and are not able to reach a prompt alternative resolution with the Utility Provider, the Procedure Objection will be heard at the Final Hearing Date. During this period, Utility Providers may not discontinue, alter or refuse service to, or discriminate against, the Debtors on account of any unpaid prepetition charges or the commencement of these Chapter 11 Cases.
- e. All Utility Providers that do not timely file a Procedure Objection are deemed to consent to the Adequate Assurance Procedures and shall be bound by the Adequate Assurance Procedures. The sole recourse of all Utility Providers that do not timely file a Procedure Objection shall be to submit an Additional Assurance Request pursuant to the Adequate

Assurance Procedures, and such Utility Providers shall be enjoined from altering, refusing, or discontinuing service to, or discriminating against, the Debtors pending any Determination Hearing that may be conducted pursuant to the Adequate Assurance Procedures.

and it is further

7. ORDERED that the Debtors are authorized, in their discretion, to amend the List of Utilities set forth on Exhibit A to the Motion to add or delete any Utility Provider, and this Order shall apply as of the Petition Date to any such Utility Provider that is subsequently added to the Utility Service List; provided that, with respect to any Additional Utility Provider, the thirty (30) day Resolution Period described in paragraphs 5(f) of the above procedures shall commence as of the Debtors' service of this Order on such Additional Utility Provider. Any request for adequate assurance, or opt-out request, by such Additional Utility Provider must otherwise comply with the requirements set forth in the Motion and this Order or shall be deemed an invalid adequate assurance and opt-out request; and it is further

8. ORDERED that nothing herein or in the Utility Service List constitutes a finding that any entity is or is not a Utility Provider hereunder or under Section 366 of the Bankruptcy Code, whether or not such entity is listed on the Utility Service List; and it is further

9. ORDERED that this Order shall be deemed a final order with respect to any Utility Provider that does not file a timely Procedures Objection as described herein;

10. ORDERED that any payment or transfer made or service rendered by the Debtors pursuant to this Order is not, and shall not be deemed, an admission as to the validity of the underlying obligation, a waiver of any rights the Debtors may have to dispute such obligation or waiver of any other rights or remedies of the Debtors, or an approval or assumption of any agreement, contract, or lease under Section 365 of the Bankruptcy Code; and it is further

11. ORDERED that, notwithstanding anything to the contrary contained herein, (a) any payment to be made, or authorization contained hereunder, shall be subject to the requirements imposed on the Debtors under the Debtors' postpetition financing facility (the "**DIP Facility**"), or budget in connection therewith, or any order regarding the use of cash collateral, and (b) to the extent that any payment to be made pursuant to this Order is treated as an administrative expense of the Debtors' chapter 11 estates, such claim shall be subject and subordinate to the priorities, liens, claims and security interests, if any, of the lenders under the DIP Facility; and it is further

12. ORDERED that the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

13. ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

14. ORDERED that **the Final Hearing Date for the relief requested in the Motion shall be May 27, 2009 at 10:00 a.m. prevailing Eastern Time, and any objections or responses to this Motion shall be filed with the Clerk of the United States Bankruptcy Court for the Southern District of Ohio on or before five business days prior to the Final Hearing Date and served on** (i) Latham & Watkins LLP, Counsel for the Debtors, Sears Tower, Suite 5800, 233 S. Wacker Drive, Chicago, IL 60606, Attn: Josef S. Athanas and Stephen R. Tetro II; (ii) Frost Brown Todd LLP, Counsel for the Debtors, 2200 PNC Center 201 East Fifth Street, Cincinnati, Ohio 45202, Attn: Ronald Gold, Esq. and Beth Buchanan, Esq., (iii) Office of the United States Trustee for the Southern District of Ohio, 36 East Seventh Street, Suite 2030, Cincinnati, Ohio 45202; and (iv) those parties who have filed a notice of appearance and request for service of pleadings in these Chapter 11 Cases; and it is further

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

SO ORDERED.

#