

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION - DAYTON**

In re:	§ Chapter 11
	§
DT INDUSTRIES, INC., et al.	§ Case No. 04-BK-34091
	§ Jointly Administered
Debtors.	§
	§ Hon. Lawrence S. Walter

**STATEMENT OF THOMPSON HINE, LLP AND WINSTEAD SECHREST & MINICK
P.C. PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019(a)**

Thompson Hine, LLP (“TH”) and Winstead Sechrest & Minick P.C. (“WSM”), as counsel to Bank of America, N.A. (the "Agent"), Administrative Agent for a group of pre-petition lenders, inclusive of the Agent, which are parties to the Credit Agreement dated July 21, 1997 (the "Pre-Petition Lenders") and Administrative Agent for the Post-Petition Debtor-In-Possession Lenders (the "Post-Petition Lenders"), file this Statement Pursuant to Federal Rule of Bankruptcy Procedure 2019(a), respectfully state as follows:

1. The Pre-Petition Lenders, as identified in Exhibit A, attached hereto, hold claims against the Debtors, secured by substantially all the assets of the Debtors, in the amount of approximately \$33,658,598.06, exclusive of accrued but unpaid interest, fees, expenses and costs.

2. The Post-Petition Lenders, as identified in Exhibit B, attached hereto, pursuant to the Interim Order: (I) Authorizing Debtor-in-Possession to (A) Enter Into Post-Petition Financing Agreement and Obtain Post-Petition Financing Pursuant to Sections 105, 361, 362, and 364 of the Bankruptcy Code, and (B) Utilize Cash Collateral Pursuant to Section 363 of the Bankruptcy Code; (II) Providing Adequate Protection and Granting Liens, Security Interests and Superpriority Claims; and (III) Scheduling Final Hearing Pursuant To Bankruptcy Rule 4001(C), signed on May 14, 2004 (the "DIP Order"), and the accompanying Post-Petition Credit

Agreement (the "DIP Agreement"), are authorized and committed to fund up to \$4 million to the Debtor *via* a Debtor-in-Possession loan, with any such amounts being secured by all the assets of the Debtors-in-Possession pursuant to and as described in the DIP Order and the DIP Agreement.

3. The Agent retained WSM during July, 1999 to represent the Agent in connection with the Debtors' restructuring efforts. The Agent retained TH in May 2004, immediately prior to the date the Debtors filed their respective petitions.

5. WSM and TH do not hold any claims or interests which are adverse to the Agent, the Pre-Petition Lenders, or the Post-Petition Lenders.

6. WSM and TH reserve the right to amend and/or supplement this Statement as is necessary or appropriate.

DATED: June 1, 2004
Dallas, Texas

THOMPSON HINE, LLP

_____/s/ Lawrence T. Burick_____

Lawrence T. Burick

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Jennifer L. Maffett

Ohio Bar Number 0075334

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-and-

WINSTEAD, SECHREST & MINICK P.C.

_____/s/ D. Wade Carvell_____

C. Mark Brannum

Texas State Bar Number: 00795859

D. Wade Carvell

Texas State Bar Number: 00796316

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**COUNSEL FOR BANK OF AMERICA, N.A.,
ADMINISTRATIVE AGENT FOR THE PRE-
PETITION LENDERS AND
ADMINISTRATIVE AGENT FOR THE POST-
PETITION DEBTOR-IN-POSSESSION
LENDERS**

CERTIFICATE OF SERVICE

I, the undersigned, do hereby certify that on June 1, 2004, I caused a true and correct copy of the foregoing document to be served by U.S. regular mail to the parties on the attached Service List.

_____/s/ D. Wade Carvell_____

D. Wade Carvell

VERIFICATIONS PURSUANT TO 28 USC. § 1746

"I declare under penalty of perjury that I have read the foregoing Statement of Thompson Hine, LLP and Winstead Sechrest & Minick P.C. Pursuant to Federal Rule of Bankruptcy Procedure 2019(a), and that the statements therein are true and correct.

Executed on June 1, 2004.

_____/s/ Lawrence T. Burick_____

"I declare under penalty of perjury that I have read the foregoing Statement of Thompson Hine, LLP and Winstead Sechrest & Minick P.C. Pursuant to Federal Rule of Bankruptcy Procedure 2019(a), and that the statements therein are true and correct.

Executed on June 1, 2004.

_____/s/ D. Wade Carvell_____

**SERVICE LIST
IN RE DT INDUSTRIES, ET AL.
CASE NO. 04-34091**

AAS
Korea Co., Ltd.
Sihung City429-450, Korea

Atlas Copco Tools & Assembly
Attn: Bob Barletta
2998 Dutton Road
Auburn Hills, MI 48326

Hayes Manufacturing, Inc.
6875 US 131
P. O. Box 220
Fife Lake, MI 49633

Mid America Systems, Inc.
Attn: Susie Thomson
P. O. Box 9306
Peoria, IL 61612-9306

Bauer Controls
Attn: Kristi, CFO
3915 Research Park Drive
Building A7
Ann Arbor, MI 48108

ATC, Inc.
4037 Guion Lane
Indianapolis, IN 46268

Oberlander
Attn: Steve Gardner
2101 North Main Street
East Peoria, IL 61611

Fortune Tool & Machine
Attn: Mike Dancik
29650 Beck Road
Wixom, MI 48393

McNaughton McKay
Attn: Rick Brozovic
1357 East Lincoln Avenue
Madison Heights, MI 48071

Bank One
A/C 4246911806900236
First USA Bank, NA
P. O. Box 94014
Palatine, IL 60094-4014

Electromatic Prod. Inc.
Attn: Imara Lodhi
23409 Industrial Park Ct.
ATT00100
Farmington Hills, MI 48335-2849

Linwood Tool Company, Inc.
Attn: Matt Copus/Sherry
P. O. Box 69
229 S. Huron
Linwood, MI 48634-0069

National Instruments
Attn: Tracy
11500 North Mopac Expressway
Austin, TX 78759

Blackledge Tool
Attn: Clark or Kay
P. O. Box 117
305 Entrepreneur Drive
St. Charles, MI 48655

Fletcher Precision Machine
Attn: Terry Fletcher
22600 Sherwood
Warren, MI 48091

Hydraflex, Inc.
Attn: Joyce
35043 Plymouth Road
Livonia, MI 48150

DTR Manufacturing
Attn: Dave Robinson
24450 Capital
Redford, MI 48239

McDonald Enterprises, Inc.
Attn: JoAnn
36650 Plymouth Road
Livonia, MI 48150

Gosen Tool & Machine
Attn: Jeffrey Gosen
2054 Brettrager Drive
Saginaw, MI 48601-9749

Intra Corp.
Attn: Jennine Kendzie
885 Manufacturers Drive
Westland, MI 48166

ASE Final Phase
23850 Pinewood
Warren, MI 48091

Becker's Electric Supply
Attn: Cathy Minser
1341 E. Fourth Street
Dayton, OH 45402

CAM Machine, Inc.
Attn: Darla
513 S. Springfield St.
Saint Paris, OH 43072

City-Wide Development Corp.
Attn: Steve Budd
8 North Main Street
Dayton, OH 45402-1916

DMJ Tech
155 Madison Ave.
Mount Clemens, MI 48043

Dysinger Tool & Die, Inc.
2324 E. River Road
Dayton, OH 45439

Electro-Matic Prod. Inc.
23409 Industrial Park Ct.
Farmington Hills, MI 48335-2849

Etamic Corp.
Attn: Lynn Thompson
45333 Five Mile Road
Plymouth, MI 48170

Guide Equipment
5505 Distributor Dr.
Fort Wayne, IN 46825-5115

IT Equipment
2033 Western Ave.
PO Box 340
Plymouth, IN 46563-0340

Knight Industries, Inc.
1160 Centre Road
Auburn Hills, MI 48092

Krupps Conveyor Systems
1455 Jamike Drive, Ste. 11
Erlanger, KY 41018

Michigan Tool & Broach
308 State Street
Bay City, MI 48706

Pyramid Riggers
2076 N. Broad Street
Fairborn, OH 45324

Pyxis
12070 Farmington Rd.
Livonia, MI 48150

Rexel
701 S. Patterson
Dayton, OH 45402

Steel Master Transfer, Inc.
Attn: Dave Hutchinson
2171 Xcelsior Dr.
Oxford, MI 48371

Telesis Technologies, Inc.
Attn: Terri
28181 River Dr.
PO Box 1000
Circleville, OH 43113

Weber Auto. Screwdrivers
Attn: Ed Cassidy
45 Kensico Dr.
Mount Kisco, NY 10549

LaCled County Collector
200 North Adams
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M&R Precision Machining Inc.
680 Lively Blvd.
Elk Grove Village, IL 60007

SMC Electric Supply Co.
Attn: Bill Squires
2615 South Jefferson
PO Box 609
Lebanon, MO 65536

Sterling Staffing Inc.
Attn: Greg Simutis
6246 Joliet Rd. Ste. 6
Countryside, IL 60525

Domino Amjet, Inc.
Attn: Ben Barham
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Gurnee, IL 60031

Welding Technology Corp
Attn: Tim O'Reilly
24775 Crestview Court
Farmington Hills, MI 48335

Full Service Supply
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Epson America, Inc.
Attn: Jay Hallberg
18300 Central Ave.
Carson, CA 90746

Affiliated Control Equipment
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AC Tool & Machine Co.
W185 N11424 Whitney Dr.
Germantown, WI 53022

Danly Die Set Corp
255 Industrial Pkwy
Ithaca, MI 48847-9499

Future Products
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885 N Rochester Road
Clawson, MI 48017

Gemel Precision Tool Co Inc.
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Iveyland, PA 18974-1499

Power Motion Sales Inc.
465 Sovereign Ct.
Manchester, MO 63011

Gros-Ite Prec Engrd Spindles
Attn: Joe Lawson
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Farmington, CT 06032

Visibility Corp
Attn: J. Janiak
100 Fordham Rd.
Wilmington, MA 01887

Scott Special Tools Inc.
Attn: Randy
515 Huber Park Ct
St Charles, MO 63304

Earle M. Jorgensen Co.
Attn: Brennan
1800 N. Universal Ave.
Kansas City, MO 64120

Tennessee Rand
702 Moccasin Bend Rd.
Chattanooga, TN 37405

Sturgis Automation, Inc.
40 Axminster Dr.
Fenton, MO 63026-2991

Association for Manufacturing
7901 Westpark Dr.
McLean, VA 22102-4269

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c/o Nicholas Porter & List, Inc.
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Park Ridge, IL 60068

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2405 Lucien Way, 2nd Floor
Maitland, FL 32751

Right Management
Attn: Earl Miller
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Dayton, OH 45459

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Delray Beach, FL 33483

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Rochester, NY 14649-0001

Monroe County Water
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Rochester, NY 14604-4999

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CCC Risk Management
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1 Flour Daniel Dr., Bldg C
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Attn: Tom McCarthy
2730 North Ballas Rd, Ste. 200
Saint Louis, MO 63131

Metrogroup for Reed
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NY, NY 10006

Moody's Investor Service
Attn: Kimberlee Wright
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NY, NY 10007

Multiple Benefit Services
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Kennesaw, GA 30144-5509

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Edward Jewitt
Mayer, Brown, Rowe & Maw LLP
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EXHIBIT A
LIST OF PRE-PETITION LENDERS TO THE DEBTOR

- (i) Bank of America, N.A.
TX1-492-66-01
901 Main Street, 66th Floor
Dallas, TX 75202
ATTN: Michael W. Colon

- (ii) National City Bank
1900 East Ninth Street, Locator 01-2094
Cleveland, OH 44114-3484
ATTN: Sharon L. Johnston

- (iii) Och Ziff Capital Management Group
9 West 57th St., 39th Floor
New York, NY 10019
ATTN: Brett S. Klein

- (iv) Bear, Stearns & Co. Inc.
245 Park Avenue, 4th Floor
New York, NY 10167
ATTN: Wit Derby

- (v) Tablerock Fund Management, LLC/Hourglass Master Fund, Ltd.
505 Park Avenue, 5th Floor
New York, NY 10022
ATTN: John Levin

- (vi) U.S. Bank National Association
One Firststar Plaza, SL TW 07CP
7th & Washington
St. Louis, MO 63101
ATTN: Timothy N. Scheer

- (vii) The Bank of Nova Scotia
1675 Broadway, 24th Floor
New York, NY 10019
ATTN: Brian Cerreta

- (viii) William E. Simon & Sons Special
Situation Partners II, LLC
10990 Wilshire Blvd., Suite 500
Los Angeles, CA 90024
ATTN: John E. Klinge

EXHIBIT B
LIST OF PRE-PETITION LENDERS TO THE DEBTOR

- (i) Bank of America, N.A.
TX1-492-66-01
901 Main Street, 66th Floor
Dallas, TX 75202
ATTN: Michael W. Colon

- (ii) Och Ziff Capital Management Group
9 West 57th St., 39th Floor
New York, NY 10019
ATTN: Brett S. Klein

- (iii) Tablerock Fund Management, LLC/Hourglass Master Fund, Ltd.
505 Park Avenue, 5th Floor
New York, NY 10022
ATTN: John Levin

- (iv) U.S. Bank National Association
One Firststar Plaza, SL TW 07CP
7th & Washington
St. Louis, MO 63101
ATTN: Timothy N. Scheer

- (v) The Bank of Nova Scotia
1675 Broadway, 24th Floor
New York, NY 10019
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- (vi) William E. Simon & Sons Special
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