

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

In re: ) Chapter 11  
)  
**DT INDUSTRIES, INC., et al.**<sup>1</sup> ) Case No. 04-\_\_\_\_\_  
) (Jointly Administered)  
Debtors. )  
) Honorable \_\_\_\_\_

**DEBTORS' APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF POORMAN-DOUGLAS CORPORATION AS NOTICE  
AGENT AND CLAIMS AGENT FOR THE DEBTORS**

The above captioned debtors and debtors-in-possession (collectively, the "Debtors"), apply to this Court for entry of an order authorizing the employment and retention of Poorman-Douglas Corporation ("Poorman") as notice agent and claims agent to the Debtors (the "Application").

This Motion is based on the Affidavit of John M. Casper filed contemporaneously herewith. In support of this Motion, the Debtors respectfully represent as follows:

**I. JURISDICTION**

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are 28 U.S.C. § 156(c) and Bankruptcy Rule 2002. In support of this Application, and based upon the affidavit of Paul Meade (the "Meade Affidavit"), Senior Vice President of Poorman, which is attached hereto as

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<sup>1</sup> The other debtors and debtors-in-possession include the following: Vanguard Technical Solutions, Inc., Mid-West Automation Enterprises, Inc., Mid-West Automation Systems, Inc., Assembly Technology and Test, Inc., Detroit Tool and Engineering Company, Advanced Assembly Automation, Inc., Assembly Machines, Inc., Hansford Manufacturing Corporation, DTI Leominster Subsidiary, Inc., DTI Pennsylvania Subsidiary, Inc., DTI Massachusetts Subsidiary, Inc., DTI Lebanon Subsidiary, Inc., and DT Resources, Inc.

Exhibit A, the Debtors respectfully state as follows:

## **II. INTRODUCTION**

3. On May 12, 2004 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors continue to operate their businesses and manage their affairs as debtors-in-possession.

4. No trustee, examiner or committee has been appointed in these chapter 11 cases.

## **III. BACKGROUND**

### **A. Company Overview**

5. Debtor, DT Industries, Inc. (“DTI”) is an engineering-driven designer, manufacturer, and integrator of automated production equipment and systems used to manufacture a variety of industrial and consumer products. Headquartered in Dayton, Ohio, DTI is a Delaware corporation that was formed in 1992. Through its operating subsidiaries, DTI maintains operations throughout the Midwestern U.S., as well as the United Kingdom and Germany.

6. Customers of DTI are found in a wide variety of industries, including automotive, appliance and consumer products manufacturing, electronics, and computers, as well as a diverse group of other industrial manufacturers. DTI maintains a significant foothold in each of these end-markets, serving a high quality customer base of Fortune 500 companies through its industry-leading product quality and engineering capabilities. In addition, DTI’s custom machine building capabilities, which are a critical component of its customers’ overall manufacturing processes, include engineering, project management, machining and fabrication of components, installation of electrical controls, and final assembly and testing.

7. DTI's operations are composed of two separate operating segments – Assembly and Test and Detroit Tool & Engineering. The Assembly and Test operating segment is composed of Advanced Assembly Automation, Inc. (“AAA”), Assembly Technology & Test, Inc. (“AT&T”) (both direct, wholly-owned subsidiaries of DTI), DT Assembly and Test GMBH, a German limited liability corporation that is a direct, wholly-owned subsidiary of DTI, and DT Assembly & Test Limited, an English corporation that is an indirect, wholly-owned subsidiary of DTI. The business units in the Assembly and Test segment design and build custom assembly systems, electrified monorail material handling systems, fuel injection, engine and transmission test systems, and lean assembly systems primarily for customers in automotive-related and heavy equipment markets. The businesses in DTI's Assembly and Test segment work closely with their customers to design, engineer, assemble, test, and install equipment that meets the customers' manufacturing objectives. Purchase contracts typically include equipment design, and customers often retain rights to the design after delivery of the equipment. However, DTI often reapplies the engineering and manufacturing expertise gained in designing and building equipment in projects for other customers.

8. The Detroit Tool & Engineering operating segment consists of Detroit Tool and Engineering Company (“DTE”), a direct, wholly-owned subsidiary of DTI which manufactures special machines, automated systems, tooling and fixturing, and the Peer<sup>TM</sup> brand of automated welding equipment. DTE's products serve a wide variety of markets, including appliances, electronics, building construction, hardware, cosmetics, healthcare, and automotive. DTE's special automation equipment incorporates engineering capabilities ranging from refining and replicating existing equipment, to designing and building new equipment. DTE provides systems integration and implements a wide range of applications including, dials, power and

free, synchronous, indexing processes, metal forming, welding, and robotics.

9. The Debtors have approximately 481 employees, 15 of whom are at the corporate level. The Debtors' workforce is composed of 225 hourly and 256 salaried workers. The Debtors' workforce is highly skilled, with approximately one-third of its employees at all levels possessing an engineering background.

**B. Prepetition Financing**

10. DTI, DT Industries (UK) II, Limited, DT Assembly and Test GMBH, Kalish, Inc., and DT Canada, Inc., as borrowers (the "Borrowers"), and U.S. Bank National Association f/k/a Firstar Bank, N.A., Bear Sterns & Co., Hourglass Master Fund, Ltd., The Bank of Nova Scotia, William E. Simons & Sons Special Situation Partners, L.P., National City Bank and Oz Special Master Fund, Ltd., as lenders (collectively, with Bank of America, N.A. (formerly Nations Bank, N.A.), the "Lenders"), and Bank of America, N.A., as a lender and agent for the Lenders, are parties to that certain Fourth Amended and Restated Credit Facilities Agreement dated as of July 21, 1997 (as amended and supplemented from time to time, the "Credit Facilities Agreement"), pursuant to which the Lenders have provided to the Borrowers credit facilities and other financial accommodations. Under the terms of the Credit Facilities Agreement, the Borrowers had an aggregate commitment of \$175 million (\$10 million of term loans and \$165 million of revolving loans), which has, through subsequent amendments to the Credit Facilities Agreement, been reduced to \$33.182 million.

11. The Credit Facilities Agreement is secured by pledges of all of the shares of common stock of Borrowers' North American subsidiaries, 65% of the equity of Borrowers' European subsidiaries, and security interests in all of Borrowers' U.S. and Canadian assets including, but not limited to, all accounts, inventories, machinery, equipment and intangible

assets, as well as mortgages on real property located in Saginaw, Michigan, Benton Harbor, Michigan, and Lebanon, Missouri.

12. The Credit Facilities Agreement requires quarterly commitment reductions of \$1.5 million with additional commitment reductions under certain circumstances. The Borrowers must repay amounts outstanding under the Credit Facilities Agreement to the extent the outstanding principal amount (including the face amount of outstanding letters of credit issued under the Credit Facilities Agreement) exceeds the Lenders' aggregate commitment after the required quarterly commitment reductions. As of May 10, 2004, there was a total of \$32.781 million outstanding under the Credit Facility Agreement, which amount includes \$1.967 million of letters of credit issued by the Lenders.

13. In addition to the credit facilities under the Credit Facilities Agreement, DTI, through DT Capital Trust, issued \$70 million in 7.16% Term Interest Deferrable Equity Securities ("Tides") in 1997, of which \$35 million in principal amount remain outstanding.

**C. Events Leading to the Filing of these Chapter 11 Cases**

14. Over the last several years, the Debtors have experienced deteriorating financial performance as a result of depressed economic activity and lower capital goods spending by their customers. As a result of their cash and revenue crisis, the Debtors have had difficulty meeting the financial covenants under the Credit Facilities Agreement, and failed to make timely prepayments required under the Credit Facilities Agreement as of December 31, 2003 and March 31, 2004. As part of an effort to restructure its finances, in 2002, DTI converted \$35 million of the Tides to equity, raised approximately \$22 million in additional equity, repaid a portion of the debt owed under the Credit Facilities Agreement, and extended the maturity thereof to July 2, 2004. Beginning in 2002 and continuing thereafter, the Debtors executed

additional significant restructuring strategies including expense reduction initiatives, facilities closings, and divestitures that resulted in the sale of substantially all of the assets of DTI's Converting Technologies and Packaging Systems businesses in early 2004 and application of the proceeds to reduce the debt under the Credit Facilities Agreement. The Debtors are currently in default under their Credit Facilities Agreement due to the above-referenced failure to make timely required principal payments on December 31, 2003 and March 31, 2004. The Debtors are also currently in violation of several financial and other covenants under the Credit Facilities Agreement. The Debtors have been unable to negotiate a waiver of defaults or forbearance from the Lenders or obtain a replacement credit facility to replace their existing Credit Facilities Agreement, which expires July 2, 2004. The Debtors have no availability under the Credit Facilities Agreement's revolving line and have been operating since January 1, 2004 through the management of their operating cash flow. The inability of the Debtors to access their credit facility has impaired their ability to obtain new customer orders and to pay vendors that have provided components and services on credit for completed projects. The Debtors' ability to meet their short-term liquidity needs and debt obligations have been materially adversely affected by a drop in new orders that are customarily accompanied by advance payments from customers.

15. The declining market and the Debtors' concomitant loss of revenue has made it difficult for the Debtors to continue operations and, at the same time, service their debt under the Credit Facilities Agreement. As a result, these chapter 11 filings were necessary.

#### **IV. RELIEF REQUESTED**

16. By this Application, the Debtors respectfully request entry of the order, in the form attached hereto, pursuant to 28 U.S.C. § 156(c) and Bankruptcy Rule 2002 appointing Poorman as their notice and claims agent in these chapter 11 cases pursuant to the agreement

attached hereto as Exhibit B (the “Poorman Agreement”).

#### **V. BASIS FOR THE RELIEF REQUESTED**

17. There are thousands of creditors and other parties in interest in these chapter 11 cases located in the United States and overseas. The size of these cases and the large number of creditors may impose heavy administrative and other burdens on the Court and the Office of the Clerk of the Court (the “Clerk’s Office”). To relieve the Clerk’s Office of these burdens, the Debtors propose to engage Poorman as their notice agent and claims agent in these chapter 11 cases.

18. Poorman is one of the country’s leading chapter 11 administrators with experience in noticing, claims processing, claims reconciliation and distribution. Poorman has substantial experience in the matters upon which it is to be engaged and has acted as official notice agent and claims agent in several large cases in a number of jurisdictions including: United Airlines Corporation, Consolidated Freightways, Integrated Health Systems, Allegheny Health, Education and Research Foundation, Bennett Funding Group, and Pittsburgh Canfield Corporation (Wheeling-Pittsburgh Steel).

19. By appointing Poorman as the notice and claims agent in these chapter 11 cases, the Debtors’ estates, and particularly the creditors, will benefit from Poorman’s significant experience in acting as a notice and claims agent in other cases and the efficient and cost-effective methods that Poorman has developed.

20. Poorman is fully equipped to handle the volume involved in properly sending the required notices to and processing the claims of creditors and other interested parties in these cases. Poorman will follow the notice and claim procedures that conform to the guidelines promulgated by the Clerk of the Bankruptcy Court and the Judicial Conference.

21. Poorman, at the request of the Debtors or the Clerk's Office, will provide the following services as the notice agent and claims agent:

- (a) Prepare and serve required notices in these chapter 11 cases, including:
  - i. Notice of the commencement of these chapter 11 cases and the initial meeting of creditors under section 341(a) of the Bankruptcy Code;
  - ii. Notice of the claims bar date;
  - iii. Notice of objections to claims;
  - iv. Notice of any hearings on a disclosure statement and confirmation of a plan of reorganization or liquidation; and
  - v. Other miscellaneous notices to any entities, as the Debtors or the Court may deem necessary or appropriate for an orderly administration of these chapter 11 cases;
- (b) After the mailing of a particular notice, file with the Clerk's Office a certificate or affidavit of service that includes a copy of the notice involved, an alphabetical list of persons to whom the notice was mailed and the date and manner of mailing;
- (c) Maintain copies of all proofs of claim and proofs of interest filed;
- (d) Maintain official claims registers, including, among other things, the following information for each proof of claim or proof of interest:
  - i. the applicable Debtor;
  - ii. the name and address of the claimant and any agent thereof, if the proof of claim or proof of interest was filed by an agent;
  - iii. the date received;
  - iv. the claim number assigned; and
  - v. the asserted amount and classification of the claim;
- (e) Implement necessary security measures to ensure the completeness and integrity of the claims registers;
- (f) Transmit to the Clerk's Office a copy of the claims registers on a weekly basis, unless requested by the Clerk's Office on a more or less frequent basis;
- (g) Maintain an up-to-date mailing list for all entities that have filed a proof of claim or proof of interest, which list shall be available upon request of a party in interest or the Clerk's Office;



- (h) Provide access to the public for examination of copies of the proofs of claim or interest without charge during regular business hours;
- (i) Record all transfers of claims pursuant to Bankruptcy Rule 3001(e) and provide notice of such transfers as required by Bankruptcy Rule 3001(e);
- (j) Comply with applicable federal, state, municipal, and local statutes, ordinances, rules, regulations, orders and other requirements;
- (k) Provide temporary employees to process claims, as necessary; and
- (l) Promptly comply with such further conditions and requirements as the Clerk's Office or the Court may at any time prescribe.

22. In connection with its appointment as notice and claims agent, Poorman represents, among other things, that:

- (a) Poorman will not consider itself employed by the United States government and shall not seek any compensation from the United States government in its capacity as the notice agent and claims agent in these chapter 11 cases;
- (b) By accepting employment in these chapter 11 cases, Poorman waives any rights to receive compensation from the United States government;
- (c) In its capacity as the notice agent and claims agent in these chapter 11 cases, Poorman will not be an agent of the United States and will not act on behalf of the United States; and
- (d) Poorman will not employ any past or present employees of the Debtors in connection with its work as the notice agent and claims agent in these chapter 11 cases.

23. In addition to the foregoing, the Debtors seek to employ Poorman to assist them with, among other things: (a) the data-management and printing of the Schedules of Assets and Liabilities and Statement of Financial Affairs; (b) the reconciliation and resolution of claims; (c) the preparation, mailing and tabulation of ballots for the purpose of voting to accept or reject any plans of reorganization or liquidation proposed by the Debtors in these cases; and (d) on-site consulting services if requested by the Debtors or counsel.

24. Poorman's compensation is set forth on Schedule A to the Poorman Agreement. The Debtors respectfully submit that the compensation to be paid to Poorman, as set forth in the

Poorman Agreement, is reasonable in light of the services to be performed. Furthermore, the Debtors request authorization to compensate Poorman for services rendered, without further order of this Court, upon the submission of monthly invoices by Poorman summarizing, in reasonable detail, the services for which compensation is sought.

25. The Debtors have not paid any fees to Poorman within the last year, nor has Poorman sought or received a retainer from the Debtors.

26. This Application is verified, and is accompanied by a memorandum of law, proposed order and proof of service.

#### **VI. NOTICE AND PRIOR MOTIONS**

27. Notice of this Motion has been given to the United States Trustee, counsel for the Lenders, and each of the twenty largest unsecured creditors of each Debtor at their respective last known addresses. In light of the nature of the relief requested herein, the Debtors submit that no further notice of the Motion is necessary or required.

28. No previous request for the relief sought herein has been made to this or any other court.

**WHEREFORE**, the Debtors respectfully request that this Court enter an order substantially in the form attached to this Application: (a) authorizing the employment and retention of Poorman as the notice agent and claim agent to the Debtors in these chapter 11 cases; and (b) granting such other and further relief as is just and proper.

Dated: \_\_\_\_\_  
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Respectfully Submitted,

**DT INDUSTRIES, INC., et al.**

By: \_\_\_\_\_ s/ Julia W. Brand

One of its attorneys

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Proposed Attorneys for Debtors and Debtors-In-Possession

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

In re: ) Chapter 11  
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**DT INDUSTRIES, INC., et al.**<sup>1</sup> ) Case No. 04-\_\_\_\_\_  
 ) (Jointly Administered)  
Debtors. )  
 ) Honorable \_\_\_\_\_

**MEMORANDUM OF LAW IN SUPPORT OF DEBTORS' APPLICATION FOR ORDER  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF POORMAN-DOUGLAS  
CORPORATION AS NOTICE AGENT AND CLAIMS AGENT FOR THE DEBTORS**

The above captioned debtors and debtors in possession (collectively, the "Debtors"), submit this Memorandum of Law ("Memorandum")<sup>2</sup> in support of their Application for Order Authorizing the Employment and Retention of Poorman-Douglas Corporation ("Poorman") as Notice Agent and Claims Agent for the Debtors in these chapter 11 cases.

**I. FACTUAL BACKGROUND**

The factual support for this Memorandum is set forth in the Application, which may be supplemented by testimony at the hearing on the Application.

**II. LEGAL ARGUMENT**

Bankruptcy Rule 2002 generally regulates the notices that must be provided to creditors and other parties-in-interest in bankruptcy cases. Pursuant to Bankruptcy Rule 2002, the court may direct that a person other than the clerk of court give notice of the various matters described

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<sup>1</sup> The other debtors and debtors-in-possession include the following: Vanguard Technical Solutions, Inc., Mid-West Automation Enterprises, Inc., Mid-West Automation Systems, Inc., Assembly Technology and Test, Inc., Detroit Tool and Engineering Company, Advanced Assembly Automation, Inc., Assembly Machines, Inc., Hansford Manufacturing Corporation, DTI Leominster Subsidiary, Inc., DTI Pennsylvania Subsidiary, Inc., DTI Massachusetts Subsidiary, Inc., DTI Lebanon Subsidiary, Inc., and DT Resources, Inc.

<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

therein. Fed. R. Bankr. P. 2002. Further, 28 U. S.C. § 156(c), which governs the staffing and expenses of the Bankruptcy Court, authorizes the Court to use facilities other than those of the Clerk's Office for administration of bankruptcy cases. It provides:

Any court may utilize facilities or services, either on or off the court's premises, which pertain to the provision of notices, dockets, calendars, and other administrative information to parties to cases filed under the provisions of title 11, United States Code, where the cost of such facilities or services are paid for out of the assets of the estate and are not charged to the United States. The utilization of such facilities or services shall be subject to such conditions and limitations as the pertinent circuit council may prescribe.

28 U.S.C. § 156(c). The Debtors engagement of Poorman is therefore expressly authorized under Fed. R. Bankr. P. 2002 and 28 U.S.C. § 156(c).

### **III. CONCLUSION**

For the foregoing reasons, the Debtors respectfully request that this Court enter an order authorizing the employment and retention of Poorman as the notice agent and claims agent to Debtors in these chapter 11 cases.

Dated: \_\_\_\_\_

Respectfully Submitted,

**DT INDUSTRIES, INC., ET AL.**

By: \_\_\_\_\_ s/ Julia W. Brand

One of its attorneys

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<sup>3</sup> Julia W. Brand is an attorney in the Los Angeles office of Katten Muchin Zavis Rosenman: 2029 Century Park East, Suite 2600, Los Angeles, California, 90067-3012 (telephone) (310) 788-4400 (Facsimile) (310) 788-4471.



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SOUTHERN DISTRICT OF OHIO  
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In re: ) Chapter 11  
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**DT INDUSTRIES, INC., et al.**<sup>1</sup> ) Case No. 04-\_\_\_\_\_  
) (Jointly Administered)  
Debtors. )  
) Honorable \_\_\_\_\_

**AFFIDAVIT OF PAUL MEADE IN SUPPORT OF APPLICATION FOR ORDER  
GRANTING THE EMPLOYMENT OF POORMAN-DOUGLAS CORPORATION AS  
NOTICE AND CLAIMS AGENT FOR THE DEBTORS**

STATE OF OREGON )  
) ss.  
COUNTY WASHINGTON )

PAUL MEADE, being duly sworn, deposes and says:

1. I am the Senior Vice President of Poorman-Douglas Corporation, a data processing company specializing in the administration of large bankruptcy cases, with offices located at 10300 Southwest Allen Blvd., Beaverton, Oregon 97005, and I make this affidavit on behalf of Poorman (the “Affidavit”). I submit this Affidavit in support of the Application of the above captioned debtors and debtors-in-possession ( the “Debtors”), for an order authorizing the employment and retention of Poorman as notice agent and claims agent for the Debtors pursuant to the terms and conditions set forth in the agreement attached to the application as Exhibit B (the “Poorman Agreement”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

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<sup>1</sup> The other debtors and debtors-in-possession include the following: Vanguard Technical Solutions, Inc., Mid-West Automation Enterprises, Inc., Mid-West Automation Systems, Inc., Assembly Technology and Test, Inc., Detroit Tool and Engineering Company, Advanced Assembly Automation, Inc., Assembly Machines, Inc., Hansford Manufacturing Corporation, DTI Leominster Subsidiary, Inc., DTI Pennsylvania Subsidiary, Inc., DTI Massachusetts Subsidiary, Inc., DTI Lebanon Subsidiary, Inc., and DT Resources, Inc.



2. Poorman is one of the country's leading chapter 11 administrators with expertise in noticing, claims processing, claims reconciliation and distribution. Poorman is well qualified to provide the Debtors experienced services as notice agent and claims agent in connection with these chapter 11 cases. Among some of the large chapter 11 cases in which Poorman has acted, or currently is acting, as notice agent to the debtors, are: United Airlines Corporation, Consolidated Freightways, Integrated Health Systems, Allegheny Health, Education and Research Foundation, Bennett Funding Group, and Pittsburgh Canfield Corporation (Wheeling-Pittsburgh Steel).

3. The compensation arrangement provided in the Poorman Agreement is consistent with and typical of arrangements entered into by Poorman and other such firms with respect to rendering similar services for clients such as the Debtors.

4. The Debtors will pay Poorman's fees and expenses upon the submission of monthly invoices by Poorman summarizing, in reasonable detail, the services for which compensation is sought.

5. To the best of my knowledge and belief, neither I nor Poorman holds or represents any interest adverse to the Debtors' estates and Poorman will not represent any other entity in connection with these chapter 11 cases.

6. Based on the information available to me, I believe that Poorman is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and holds no interest adverse to the Debtors and their estates for the matters for which Poorman is to be employed.

7. I am not related or connected to and, to the best of my knowledge, no other professional of Poorman is related or connected to any United States Bankruptcy Judge or

