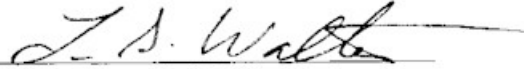


This document has been electronically entered in the records of the United States Bankruptcy Court for the Southern District of Ohio.

IT IS SO ORDERED.

Dated: May 14, 2004


Lawrence S. Walter
United States Bankruptcy Judge

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

In re:) Chapter 11
)
DT INDUSTRIES, INC., et al.¹) Case No. 04-34091
) (Jointly Administered)
Debtors.)
) Honorable Thomas F. Waldron

**INTERIM ORDER GRANTING DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C.
§§ 105(a) AND 363(b) AUTHORIZING THE DEBTORS TO IMPLEMENT
A KEY EMPLOYEE RETENTION PROGRAM**

This matter coming to be heard upon the motion (the "Motion")² of the above captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order on the

¹ 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 All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Motion for Order under 11 U.S.C. §§ 105(a) and 363(b) Authorizing the Debtor to Implement a Key Employee Retention Program; and it appearing that such relief is in the best interests of the Debtors and their estates and creditors as modified herein; and it appearing that due and proper notice has been given under the circumstances; and it appearing that no other notice is necessary; the Court being otherwise fully advised of the premises; and in light of the circumstances and the administrative nature of the relief requested; and sufficient cause appearing therefor, on an interim basis subject to a final hearing,

IT IS HEREBY ORDERED that:

1. The Debtors are authorized, but not required, to implement the Key Employee Retention Program (the “KERP”) attached to the Motion as Exhibit A, (inadvertently omitted from the Motion, but filed under Docket #31), provided that the Key Employees shall only be eligible for payment of amounts provided thereunder upon the closing of an asset sale of Debtor DTI’s divisions and not upon (i) conversion of the case or (ii) ninety days after the Petition Date.

2. The Court will hold a final hearing on the Motion on June 8, 2004 at 1:30 p.m. in the Courtroom of the Honorable Thomas F. Waldron. Any objection to the Motion must be filed with the Court and served on Debtors’ counsel, the U.S. Trustee, counsel for the Pre-petition Agent, counsel to any official committee(s) established in these cases, or if no committee has been appointed, to the twenty largest unsecured cases, or if no committee has been appointed, to the twenty largest unsecured creditors and each Debtor, those parties who have formally appeared and requested service in these Chapter 11 cases pursuant to Bankruptcy Rule 2002, and the Securities and Exchange Commission, the Internal Revenue Service, and other government agencies to the extent required by the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, by June 3, 2004.

3. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order. This Order is effective immediately upon its entry.

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