

**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 \_\_\_\_\_

**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")<sup>2</sup> of the above captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order on the 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

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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 Motion.

Debtors and their estates and creditors; 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,

**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.
2. The Debtors are authorized, but not required, to make all payments required under the KERP.
3. The Debtors are authorized, but not required, to fund the KERP under the terms as set forth in the Motion.
4. 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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