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IT IS SO ORDERED.

Dated: May 19, 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.,<sup>1</sup> )  
Debtors. ) Case No. 04-34091  
) (Jointly Administered)  
) Honorable Lawrence S. Walter

**ORDER SUPPLEMENTING 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(e)**

**IT IS HEREBY ORDERED that:**

1. The budget, attached hereto as "Exhibit A," is incorporated into and made part of the Interim Order: (I) Authorizing Debtor-In-Possession to (A) Enter into post-Petition

<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.

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).

2. 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.

cc: Julia W. Brand, Esq., Katten Muchin Zavis Rosenman, 2029 Century Park East, Ste. 2600, Los Angeles, CA 90067-2012  
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**EXHIBIT A**

DT Industries, Inc  
Weekly Cash Flow  
Consolidated

DIP Analysis

Updated 05/08/04

Weekly Summary Week Ending

	3/25/04 Project	4/1/2004 Project	4/22/2004 Project	5/1/2004 Project	5/15/2004 Project	6/1/2004 Project	6/15/2004 Project	7/1/2004 Project	7/15/2004 Project	8/1/2004 Project	8/15/2004 Project	Total 8/10-7/04
<b>Receipts</b>												
DT Aggr & Tax	\$435	\$764	\$191	\$282	\$353	\$1,916	\$2,128	\$2,128	\$255	\$874	\$874	\$12,023
DTF	344	36	110	394	525	77	474	474	605	-	-	3,159
Staffing Conversion/Excess Availability	-	400	-	-	-	-	-	-	-	-	-	400
AM Projects	-	100	-	-	-	-	-	-	-	-	-	171
<b>Total Cash Receipts</b>	<b>779</b>	<b>822</b>	<b>301</b>	<b>1,270</b>	<b>883</b>	<b>6,993</b>	<b>2,608</b>	<b>2,608</b>	<b>864</b>	<b>624</b>	<b>624</b>	<b>15,743</b>
<b>Disbursements</b>												
Material												
Existing projects	307	311	667	940	411	245	359	359	579	307	307	4,203
Other Production-related Costs	41	60	50	60	60	60	63	63	41	41	41	604
Travel & Hospitality	1,137	736	1,160	204	1,117	202	1,117	1,117	197	1,107	1,107	6,039
Payroll	65	55	40	10	100	20	25	25	70	100	100	400
Auto	102	90	135	135	160	135	135	135	135	160	160	1,322
Insurance Claims & Admin	60	60	36	43	43	43	43	43	43	43	43	432
Expense Reports	-	-	-	-	-	-	25	25	-	-	-	30
Taxes	-	-	-	-	-	-	-	-	-	-	-	-
Commissions (not incl. accrued)	-	-	-	-	-	-	-	-	-	-	-	-
General & Administrative	-	-	-	-	-	-	-	-	-	-	-	-
Insurance (liability payments)	-	110	-	-	-	-	-	-	-	-	-	-
Other	70	50	50	50	50	50	50	50	50	50	50	330
Lifelines	-	46	30	71	3	74	34	34	89	3	3	460
Other Financial Commitments	-	-	-	94	-	-	-	-	184	-	-	368
DT Professionals	74	33	-	-	-	285	-	-	-	278	278	873
Re-seller (M/Z/R/H/S)	235	35	-	-	-	-	-	-	-	-	-	95
Operational Costs	-	-	-	22	22	328	35	35	35	35	35	500
L1/L1&2 Exp	15	-	-	7	-	-	-	-	7	-	-	14
DIP Fees & Amort	-	226	-	-	-	-	-	-	32	-	-	284
Lending Process Fees	-	714	-	-	-	264	-	-	-	-	-	503
Events Not Anticipated	50	50	50	50	50	50	50	50	50	50	50	460
<b>Total Disbursements</b>	<b>2,217</b>	<b>1,728</b>	<b>2,537</b>	<b>3,211</b>	<b>2,037</b>	<b>1,086</b>	<b>1,958</b>	<b>1,958</b>	<b>1,774</b>	<b>2,330</b>	<b>2,330</b>	<b>16,829</b>
<b>Weekly Net Cash Inflows/Outflows</b>	<b>(1,438)</b>	<b>(906)</b>	<b>(2,236)</b>	<b>(941)</b>	<b>(1,154)</b>	<b>(387)</b>	<b>(350)</b>	<b>(350)</b>	<b>(910)</b>	<b>(1,706)</b>	<b>(1,706)</b>	<b>(1,086)</b>
Commulative												
Beginning Cash Balance	2,178	(405)	(453)	(1,494)	(2,648)	(3,035)	(3,395)	(3,395)	(3,395)	(3,395)	(3,395)	(3,395)
Ending Cash Balance	\$740	\$185	(262)	(1,219)	(2,362)	(3,449)	(3,809)	(3,809)	(3,809)	(3,809)	(3,809)	(3,809)
Potential new projects included cost	-	-	100	50	50	100	100	100	50	-	-	500