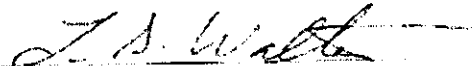


This document has been electronically entered in the records of the United States Bankruptcy Court for the Southern District of Ohio.

IT IS SO ORDERED.

Dated: May 14, 2004

  
Lawrence S. Walter  
United States Bankruptcy Judge

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

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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# CERTIFICATE OF SERVICE

District/off: 0648-3  
 Case: 04-34091

User: thompson  
 Form ID: pdf02

Page 1 of 1  
 Total Served: 30

Date Rcvd: May 17, 2004

The following entities were served by first class mail on May 19, 2004.

- aty +Dennis L Patterson, 1200 Talbott Tower, 131 North Ludlow Street, Dayton, OH 45402-1116
- aty +Lawrence T Burick, 2000 Courthouse Plaza NE, PO BOX 8801, Dayton, OH 45401-8801
- aty +Mary Anne Wilsbacher, U S Trustee Office, 170 North High Street, Suite 200, Columbus, OH 43215-2417
- aty Ronald S Pretekin, Coolidge Wall Womsley & Lombard, Suite 600, 33 West First St, Dayton, OH 45402-1235
- ust +Asst US Trustee (Day), Office of the US Trustee, 170 North High Street, Suite 200, Columbus, OH 43215-2417
- +ADP, Attn: Christine Masterson, PO Box 0888, Carol Stream, IL 60132-0001
- intp +Assembly & Test Worldwide, Inc., c/o Thomas R. Noland, 110 N. Main Street, Suite 1520, Dayton, OH 45402-3700
- cr Bank of America as Administrative Agent for the Se, c/o Lawrence T. Burick, Thompson Hine LLP, 2000 Courthouse Plaza NE, P. O. Box 8801, Dayton, OH 45401-8801
- +Blackwell Sanders, Attn: Samuel Digirolamo, 2300 Main Street, PO Box 41977, Kansas City, MO 64108-2416
- CCC Risk Management, Attn: Delris Dillon, 23520 Network Place, Chicago, IL 60673-1235
- CNA, Attn: Cathy Dzugan, PO Box 95777, Chicago, IL 60694-5777
- +Citicorp, Attn: John Petschler, 242 Trumbull Street, Hartford, CT 06103-1213
- cr +CityWide Development Corporation, c/o Dennis L. Patterson, Esq., 131 N. Ludlow Street, 1200 Talbott Tower, Dayton, OH 45402-1861
- dbpos +DT Industries, Inc., 907 W. Fifth Street, Dayton, OH 45407-3306
- +David Babson, Attn: Mark Ahmed, 1500 Main Street, Ste 2800, Springfield, MA 01115-1000
- +Delaware Secretary of State, Division of Corporations, 7833 Walker Drive, Greenbelt, MD 20770-3211
- +Edwards and Angell, Attn: P O'Neill, 101 Federal Street, Boston, MA 02110-1810
- +Financial Relations, Attn: Karen Wilson, 675 North St Clair Ste 1300, Chicago, IL 60611-5975
- Integrated Marketing Services, Attn: Gary Geprey, 429 Gushing Ave, Dayton, OH 45429-2609
- +John F. Logan, 325 Lake Brittany Court, Heathrow, FL 32746-4315
- Lockton Companies, Attn: Karen Bampton, PO box 798183, Saint Louis, MO 63179-8000
- +MCI WorldCom, Attn: Brian Henger, 1 Flour Daniel Drive Bldg C, Sugar Land, TX 77478-3838
- +McMahon Berger Hanne, Attn: Tom McCarthy, 2730 North Ballas Road, Ste 200, Saint Louis, MO 63131-3039
- +Metrogroup for Reed, Attn: Lee Stepner, 61 Broadway Ste 901, New York, NY 10006-2734
- +Moody's Investor Service, Attn: Kimberlee Wright, 80 Church Street, New York, NY 10007-2908
- +Multiple Benefit Services, Attn: Fred Schremp, 175 Townpark Drive, Suite 250, Kennesaw, GA 30144-5890
- +Northwestern Mutual, Attn: Tim Wegener, 720 East Wisconsin Ave, Milwaukee, WI 53202-4703
- +Primacy Relocation, Attn: Kathy Graham, 6077 Primacy Parkway Ste 300, Memphis, TN 38119-5766
- +Right Management, Attn: Earl Miller, 7777 Washington Village Drive, Dayton, OH 45459-3993

The following entities were served by electronic transmission on May 17, 2004 and receipt of the transmission was confirmed on:

- aty +E-mail: notices@shsedayton.com May 17 2004 21:54:07 Thomas R Noland, Statman, Harris, Siegel & Eyrich, Fifth Third Building, 110 N Main Street, Suite 1520, Dayton, OH 45402-3700

TOTAL: 1

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

**I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.**

**First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: May 19, 2004

Signature:

