

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 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.,¹)
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(c)

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

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.

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
Kenneth J. Ottaviano, Esq., Matthew A. Olins, Esq., Katten Muchin Zavis Rosenman, 525 West Monroe Street, Chicago, IL 60661-3693
Ronald S. Pretekin, 33 West First Street, Ste. 600, Dayton, OH 45402

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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	4/15/2004 Project	4/29/04 Project	5/13/2004 Project	5/27/2004 Project	6/10/2004 Project	6/24/2004 Project	7/8/2004 Project	7/22/2004 Project	8/5/2004 Project	8/19/2004 Project	9/2/2004 Project	Total 8/10-7/04
Receipts														
DT Agency & Tax	\$436	\$764	\$191	\$282	\$282	\$2,128	\$1,916	\$2,128	\$2,128	\$2,128	\$2,128	\$2,128	\$2,128	\$12,023
DTF	344	36	110	394	394	474	77	474	474	474	474	474	474	3,169
Staffing Conversion/Excess Availability	-	400	-	-	-	-	-	-	-	-	-	-	-	400
AM Projects	-	100	-	-	-	-	-	-	-	-	-	-	-	171
Total Cash Receipts	779	1,222	291	1,270	1,270	2,608	6,393	2,608	2,608	2,608	2,608	2,608	2,608	15,743
Disbursements														
Material														
Existing projects	307	911	967	940	940	659	245	659	659	659	659	659	659	4,208
Other Production-related Costs	41	60	50	60	60	60	60	60	60	60	60	60	60	604
Travel & Hospitality	1,137	796	1,160	204	204	207	202	202	1,117	1,117	1,117	1,117	1,117	6,039
Payroll	65	55	40	10	10	10	10	10	10	10	10	10	10	400
Auto	102	190	135	135	135	135	135	135	135	135	135	135	135	1,022
Insurance/Claims & Admin	60	60	60	60	60	60	60	60	60	60	60	60	60	452
Expense Reports	-	-	-	-	-	-	-	-	-	-	-	-	-	30
Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Commissions (not incl. accrued)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General & Administrative	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Insurance (including payments)	-	110	-	-	-	110	-	-	-	-	-	-	-	330
Other	70	50	50	50	50	50	50	50	50	50	50	50	50	460
Lifts	-	46	30	71	71	28	74	74	84	84	84	84	84	368
Other Financial Commitments	-	-	-	94	94	-	-	-	-	-	-	-	-	278
DT Professionals	74	33	-	-	-	-	285	285	-	-	-	-	-	873
Re-seller (M/Z/R/H/S)	235	36	-	-	-	-	-	-	-	-	-	-	-	95
Operational Costs	-	-	-	22	22	22	328	328	35	35	35	35	35	500
LUL&Z Exp	15	-	-	7	7	7	-	-	-	-	-	-	-	14
DIP Fees & Interest	-	226	-	-	-	33	-	-	-	-	-	-	-	284
Lending Interest on Loans	-	714	-	-	-	264	-	-	-	-	-	-	-	503
Events Not Anticipated	50	50	50	50	50	50	50	50	50	50	50	50	50	460
Total Disbursements	2,217	1,728	2,537	3,211	3,211	1,872	1,086	1,958	1,958	1,958	1,958	1,958	1,958	18,829
Weekly Net Cash Inflows/Outflows	(1,438)	(506)	(2,246)	(941)	(941)	(1,800)	(3,007)	(692)	(692)	(692)	(692)	(692)	(692)	(1,065)
Commulative														
Beginning Cash Balance	2,178	(490)	(490)	(490)	(490)	(490)	(490)	(490)	(490)	(490)	(490)	(490)	(490)	(490)
Ending Cash Balance	\$740	\$185	\$185	\$185	\$185	\$185	\$185	\$185	\$185	\$185	\$185	\$185	\$185	\$185
Potential new projects included cost	-	-	100	50	50	50	100	100	100	100	100	100	100	500

CERTIFICATE OF SERVICEDistrict/off: 0648-3
Case: 04-34091User: nuttj
Form ID: pdf01Page 1 of 1
Total Served: 29

Date Rcvd: May 19, 2004

The following entities were served by first class mail on May 21, 2004.

aty +D. Wade Carvell, 5400 Renaissance Tower, 1201 Elm St., Dallas, TX 75270-2102
 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, P.O. Box 0888, Carol Stream, IL 60132-0001
 +Blackwell Sanders, Attn: Samuel Digirolamo, 2300 Main Street, P.O. Box 41977,
 Kansas City, MO 64108-2416
 CCC Risk Management, Attn: Delris Dillon, 23520 Network Place, Chicago, IL 60673-1235
 CNA, Attn: Cathy Dzugan, P.O. Box 95777, Chicago, IL 60694-5777
 dbpos +Citicorp, Attn: John Petschler, 242 Trumbull Street, Hartford, CT 06103-1213
 +DT Industries, Inc., 907 W. Fifth Street, Dayton, OH 45407-3306
 +David Babson, Attn: Mark Ahmed, 1500 Main Street, Suite 2800, Springfield, MA 01115-1000
 +Delaware Secretary of State, Division of Corporations, 7833 Walker Drive,
 Greenbelt, MD 20770-3211
 +Edwards & Angell, Attn: P. O'Neill, 101 Federal Street, Boston, MA 02110-1810
 +Financial Relations, Attn: Karen Wilson, 675 North St. Clair, Suite 1300,
 Chicago, IL 60611-5975
 Integrated Marketing Services, Attn: Gary Geprey, 429 Cushing Ave., Dayton, OH 45429-2609
 +John F. Logan, 325 Lake Brittany Court, Heathrow, FL 32746-4315
 +Julia W. Brand, Esq., Katen Muchin Zavis Rosenman, 2029 Century Park East, Suite 2600,
 Los Angeles, CA 90067-3012
 Kenneth J. Ottaviano, Esq. & Matthew Olins, Esq., Katen Muchin Zavis Rosenman,
 525 West Monroe Street, Chicago, IL 60661-3693
 Lockton Companies, Attn: Karen Bampton, P.O. Box 798183, St. Louis, MO 63179-8000
 +MCI WorldCom, Attn: Brian Henger, 1 Flour Daniel Drive, Building C,
 Sugar Land, TX 77478-3838
 +McMahon Berger Hanna, Attn: Tom McCarthy, 2730 North Ballas Road, Suite 200,
 St. Louis, MO 63131-3039
 +Metrogroup for Reed, Attn: Lee Stepner, 61 Broadway, Suite 901, New York, NY 10006-2734
 +Moody's Investor Service, Attn: Kim Wright, 90 Church Street, New York, NY 10007-2919
 +Multiple Benefit Service, 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, Suite 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 20, 2004 and receipt of the transmission was confirmed on:

aty +E-mail: notices@shsedayton.com May 20 2004 00:19:12 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 21, 2004

Signature:

