

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION DAYTON

In Re: DT INDUSTRIES, INC., et al. : CASE NO. 04-34091
Debtors : Judge Lawrence S. Walter
Chapter 11 (Jointly Administered)
:

**CONDITIONAL OBJECTION OF CITYWIDE DEVELOPMENT CORPORATION
TO MOTION FOR ORDERS AUTHORIZING AND APPROVING (I) THE SALE
OF CERTAIN OF THE DEBTORS' ASSETS FREE AND CLEAR OF LIENS,
CLAIMS AND INTERESTS, (II) THE ASSUMPTION AND ASSIGNMENT OF
CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES,
(III) THE FORM AND MANNER OF SALE NOTICES, AND (IV) CERTAIN
SALE PROCEDURES, INCLUDING THE PAYMENT OF A BREAK-UP FEE**

CityWide Development Corporation ("CityWide") objects to the Motion For Orders Authorizing And Approving (I) The Sale Of Certain Of The Debtors' Assets Free And Clear Of Liens, Claims And Interests, (II) The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases, (III) The Form And Manner Of Sales Notices, And (IV) Certain Sale Procedures, Including The Payment Of A Break-Up Fee ("the Motion") [71] because the Motion does not contain an exhibit which is incorporated into the Motion by reference. CityWide will withdraw this objection if the exhibit is filed with the Clerk of Courts

and CityWide has not been prejudiced by its not having been filed with the Clerk with the Motion.

s/Dennis L. Patterson

Dennis L. Patterson #0017225
Curtis F. Slaton #0034587
BOGIN PATTERSON ELLIS SLATON &
STUMP LLP
1200 Talbott Tower
131 N. Ludlow Street
Dayton, Ohio 45402
(937) 226-1200
Email: BPBLaw1200@aol.com
Counsel for CityWide Development Corporation

MEMORANDUM

On or about May 17, 2004, CityWide was served with the Motion. Section 24 of the Motion indicates that the Debtors intend to cure defaults in, assume, and assign the executory contracts set forth in Schedule 2.8 of the Asset Purchase Agreement which is attached to the Motion as Exhibit "A". The Asset Purchase Agreement does not contain a Schedule 2.8.

The Notice of Expedited Hearings which was served upon CityWide on May 20, 2004 along with a Certificate of Service [87] states at footnote 2 that "Copies of exhibits omitted from the attached Sale Motion may be obtained by contacting counsel for the Debtors." On May 24, 2004, counsel for CityWide requested a copy of Schedule 2.8, but was informed that Schedule 2.8 does not exist and will probably not be prepared for several days. Later that day counsel was informed that the schedule does exist and it will be sent to him promptly. The hearing on the sale procedures has been scheduled for tomorrow at 2:00 p.m. The sale is scheduled to take place in mid June, and the confirmation hearing has been scheduled for June 29, 2004. This case

is obviously proceeding on a fast track. In such a situation, the creditors must be kept informed, so that they can protect their interests.

CityWide was the lessor of two properties which are being used by Advanced Assembly Automation, Inc. ("AAA"), one of the Debtors herein. One of the properties is known as the Factory. The other is known as the Headquarters. AAA did not pay the rent and taxes as required by those leases. CityWide terminated both of those leases pre-petition. AAA was permitted to continue to occupy the premises as a month-to-month tenant. The facts relative to the termination of the leases and the creation of the month-to-month tenancy are more fully set forth in the Motions To Allow Administrative Expense Claim And Require Payment Of Same which CityWide filed on May 13, 2004 [26 in this case and 4 in AAA's case]. Counsel for the Debtors have informed counsel for CityWide that the Debtors may attempt to assume and assign those leases. CityWide is therefore interested in the contents of Schedule 2.8.

The Notice of Expedited Hearings indicates that the Debtors intend to address "...the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases..." at the hearing tomorrow at 2:00 p.m. While it may be possible to address the procedures for assumption and assignment without filing Schedule 2.8 with the Clerk, proceeding in that manner puts CityWide in the position of having to participate in the hearing based only upon information which it has obtained on its own in an informal manner. The Debtors should not be permitted to proceed with this case in that manner.

Respectfully submitted,

s/Dennis L. Patterson

Dennis L. Patterson

Certificate of Service

The undersigned certifies that a copy of the foregoing was either electronically served or sent by regular U.S. mail to those on the attached Service List on May 24, 2004.

s/Dennis L. Patterson

Dennis L. Patterson

SERVICE LIST

Julia W. Brand, Esq.
Kenneth J. Ottaviano, Esq.
Matthew A. Olins, Esq.
Katten Muchin Zavis Rosenman
525 W. Monroe Street
Chicago, IL 60661-3693
Case Attorneys for Debtors
Served Electronically

Ronald S. Pretekin, Esq.
Sylvie Derrien, Esq.
Steven M. Wachstein, Esq.
Coolidge Wall Womsley & Lombard
33 W. First Street, suite 600
Dayton, Ohio 45402
Of Counsel for Debtors
Served Electronically

Lawrence T. Burick, Esq.
Thompson Hine LLP
2000 Courthouse Plaza NE
10 W. Second Street
P.O. Box 8801
Dayton, Ohio 45401-8801
Served Electronically

Mary Anne Wilsbacher
Assistant U.S. Trustee
170 North High Street, Suite 200
Columbus, Ohio 43215
Served Electronically

J. Mark Fisher, Esq.
Patricia J. Emshwiller, Esq.
6600 Sears Tower
Chicago, IL 60606
Served by Regular U.S. Mail

Thomas R. Noland, Esq.
Statman Harris Siegel & Eyrich LLC
1520 Fifth Third Center
110 N. Main Street
Dayton, Ohio 45402
Served Electronically

ADP
Attn: Christine Masterson
P.O. Box 0888
Carol Stream, IL 60132

Blackwell Sanders
Attn: Samuel Digirolamo
2300 Main Street
P.O. Box 41977
Kansas City, MO 84141

CCC Risk Management
Attn: Delris Dillon
23520 Network Place
Chicago, IL 60673

CNA
Attn: Cathy Dzugan
P.O. Box 95777
Chicago, IL 60694

Citicorp
Attn: John Petschler
242 Trumbull Street
Hartford, CT 06115

David Babson
Attn: Mark Ahmed
1500 Main Street, Suite 2800
Springfield, MA 01115

Delaware Secretary of State
Division of Corporations
7833 Walker Drive
Greenbelt, MD 20770

Edwards & Angell
Attn: P. O'Neill
101 Federal Street
Boston, MA 02110

Financial Relations
Attn: Karen Wilson
675 N. St. Clair, Suite 1300
Chicago, IL 60611

Integrated Marketing Services
Attn: Gary Geprey
429 Cushing Ave.
Dayton, Ohio 45429-2609

John F. Logan
325 Lake Brittany Court
Heathrow, FL 32748

Lockton Companies
Attn: Karen Bampton
P. O. Box 798183
St. Louis, MO 63179

MCI WorldCom
Attn: Brian Henger
1 Flour Daniel Dr., Bldg. C
Sugar Land, TX 77478

McMahon Berger Hanna
Attn: Tom McCarthy
2730 N. Ballas Road, Suite 200
St. Louis, MO 63131

Metrogroup for Reed
Attn: Lee Stepner
61 Broadway, Suite 901
New York, NY 10006

Moody's Investor Service
Attn: Kimberlee Wright
90 Church St.
New York, NY 10007

Multiple Benefit Services
Attn: Fred Schremp
175 Townpark Drive, Suite 250
Kennesaw, GA 30144

Northwestern Mutual
Attn: Tim Wegener
720 E. Wisconsin Ave.
Milwaukee, WI 53202

Primary Relocation
Attn: Kathy Graham
6077 Primacy Parkway, Suite 300
Memphis, TN 38119

Right Management
Attn: Earl Miller
7777 Washington Village Dr.
Dayton, Ohio 45459

ASE Final Phase (5)
23850 Pinewood
Warren, MI 48091

Becker's Electric Supply
Attn: Cathy Minser
1341 E. Fourth Street
Dayton, Ohio 45402

C.A.M. Machine, inc.
Attn: Darla
513 S. Springfield St.
St. Paris, OH 43072

DMJ Tech
155 Madison Ave.
Mount Clemens, MI 48043

Dysinger Tool & Die Inc.
2324 E. River Road
Dayton, Ohio 45439

Electro-Matic Prod. Inc. (5)
23409 Industrial Park Ct.
Farmington Hills, MI 48335

Etamic Corporation
Attn: Lynn Thompson
45333 Five Mile Road
Plymouth, MI 48170

Guide Equipment
5505 Distributor Drive
Fort Wayne, IN 46825

IT Equipment
2033 Western Avenue
P.O. Box 340
Plymouth, IN 46583

Knight Industries, Inc.
1160 Centre Road
Auburn Hills, MI 48092

Krups Conveyor Systems
1455 Jamike Drive, Suite 11
Erlanger, KY 41018

Michigan Tool and Broach
308 State Street
Bay City, MI 48706

Pyramid Riggers
2076 N. Broad Street
Fairborn, OH 45324

Pyxis
12070 Farmington Road
Livonia, MI 48150

Rexel
701 S. Patterson
Dayton, Ohio 45402

Steel Master Transfer, Inc.
Attn: Dave Hutchinson
2171 Xcelisior Drive
Oxford, MI 48371

Telesis Technologies, Inc.
Attn: Terri
28181 River Drive
P.O. Box 1000
Circleville, OH 43113

Weber Auto. Screwdrivers
Attn: Ed Cassidy
45 Kensico Drive
Mount Kisco, NY 10549

AAS
Korea Co., Ltd.
Sihung City 429-450, Korea

Mid America Systems, Inc.
Attn: Susie Thomson
P.O. Box 9306
Peoria, IL 61612-9306

Oberlander
Attn: Steve Gardner
2101 N. Main Street
East Peoria, IL 61611

Bank One
A/C 4246911806900236
First USA Bank, NA
P.O. Box 94014
Palatine, IL 60094-4014

National Instruments
Attn: Tracy
11500 North Mopac Expressway
Austin, TX 78759

Hydraflex, Inc.
Attn: Joyce
35043 Plymouth Road
Livonia, MI 48150

Gosen Tool & Machine
Attn: Jeffrey Gosen
2054 Brettrager Drive
Saginaw, MI 48601

Atlas Copco Tools & Assembly
Attn: Bob Barletta
2998 Dutton Road
Auburn Hills, MI 48326

Bauer Controls
Attn: Kristi, CFO
3915 Research Park Drive
Building A7
Ann Arbor, MI 48108

Fortune Tool & Machine
Attn: Mike Dancik
29650 Beck Road
Wixom, MI 48393

Electromatic Prod. Inc.
Attn: Imara Lodhi
23409 Industrial Park Ct.
ATT00100
Farmington Hills, MI 48335

Blackledge Tool
Attn: Clark or Kay
P.O. Box 117
305 Entrepreneur Drive
St. Charles, MI 48655

DTR Manufacturing
Attn: Dave Robinson
24450 Capital
Redford, MI 48239

Intra Corp.
Attn: Jennine Kendzie
885 Manufacturers Drive
Westland, MI 48166

Hayes Manufacturing, Inc.
6875 US 131
P.O. Box 220
Fife Lake, MI 49633

ATC, Inc.
4037 Guion Lane
Indianapolis, IN 46268

McNaughton McKay
Attn: Rick Brozovic
1357 East Lincoln Avenue
Madison Heights, MI 48071

Linwood Tool Company, Inc.
Attn: Matt Copus/Sherry
P.o. Box 69
229 S. Huron
Linwood, MI 48634

Fletcher Precision Machine
Attn: Terry Fletcher
22600 Sherwood
Warren, MI 48091

McDonald Enterprises, Inc.
Attn: JoAnn
36650 Plymouth Road
Livonia, MI 48150

LaClede County Collector
200 North Adams
Lebanon, MO 65536

Sterling Staffing, Inc.
Attn: Greg Simutis
6246 Joliet Rd. Suite 6
Countryside, IL 60525

Full Service supply
3440 38th Avenue
Moline, IL 61265

AC Tool & Machine Co.
W185N11424 Whitney Dr.
Germantown, WI 53022

Gemel Precision Tool Co. Inc.
31 Industrial Dr.
Iveyland, PA 18974

Visibility Corp.
Attn: J. Janiak
100 Fordham Rd.
Wilmington, MA 01887

Tennessee Rand
702 Moccasin Bend Rd.
Chattanooga, TN 37405

M&R Precision Machining Inc.
680 Lively Blvd.
Elk Grove Village, IL 60007

Domino Amjet, Inc.
Attn: Ben Barham
1290 Lakeside Dr.
Gurnee, IL 60031

Epson America, Inc.
Attn: Jay Hallberg
18300 Central Ave.
Carson, CA 90746

Danly Die Set Corp.
255 Industrial Pkwy
Ithaca, MI 48847

Power Motion Sales, Inc.
465 Sovereign Ct.
Manchester, MO 63011

Scott Special Tools Inc.
Attn: Randy
515 Huber Park Ct.
St. Charles, MO 63304

Sturgis Automation, Inc.
40 Axminister Dr.
Fenton, MO 63042-2991

SMC Electric Supply Co.
Attn: Bill Squires
2615 South Jefferson
P.O. Box 609
Lebanon, MO 65536

Welding Technology Corp.
Attn: Tim O'Reilly
24775 Crestview Court
Farmington Hills, MI 48335

Affiliated Control Equipment
Attn: K. Muisenga
640 Wheat Lane
Wooddale, IL 60191

Future products
Attn: Rene Snody
885 N. Rochester Road
Clawson, MI 48017

Gros-Ite Prec Engrd Spindles
(Div. EDAC Technologies)
Attn: Joe Lawson
1798 New Britain Ave.
Farmington, CT 06032

Earle M. Jorgensen Co.
Attn: Brennan
1800 N. Universal Ave.
Kansas City, MO 64120

Association for Manufacturing
7901 Westpark Dr.
McLean, VA 22102-4269

1400 Busch Parkway LLC
c/o Nicholas Porter & List, Inc.
1300 W. Higgins Road, Suite 104
Park Ridge, IL 60068

Van Buren Hansford, Jr.
402 North Ocean Blvd.
Delray Beach, FL 33483

Frontier Telephone
1225 Jefferson Road
Rochester, NY 14646

CAN Commercial Insurance
Attn: Kelli Wilson
2405 Lucien Way, 2nd Floor
Maitland, FL 32751

Rochester Gas & Electric
89 East Avenue
Rochester, NY 14649

Pitney Bowes Credit Corp.
2225 American Drive
Neenah, WI 54956

Monroe County Water
P.O. Box 41999
Rochester, NY 14604-4999

C. Mark Brannum, Esq.
D. Wade Carvell, Esq.
Winstead Sechrist & Minick PC
5400 Renaissance Tower
1201 Elm Street
Dallas, TX 75270
Served Electronically

IRS
P.O. Box 1579
Room 3525
Cincinnati, OH 45202

Securities & Exchange Commission
175 W. Jackson Blvd., Suite 900
Chicago, IL 60604

Michael C. Hammer, Esq.
Dickinson Wright PLLC
500 Woodward Ave., Suite 4000
Detroit, MI 48226-3425