

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO EASTERN DIVISION

_____)
In re:) Case No. 10-60702-rk
)
SCHWAB INDUSTRIES, INC., et al.,) *Chapter 11*
)
Debtors.) Jointly Administered
)
) JUDGE RUSS KENDIG
_____)

**OBJECTION OF ST. MARYS CEMENT CO. TO DEBTORS' MOTION FOR A
REVISED BIDDING PROCEDURES ORDER APPROVING (1) EXECUTED
STALKING HORSE ASSET PURCHASE AGREEMENT; (2) PROPOSED BREAK-UP
FEE AND EXPENSE REIMBURSEMENT; (3) REVISED BIDDING PROCEDURES; (4)
THE FORM AND MANNER OF SERVICE OF NOTICE OF THE SALE HEARING
AND AUCTION; AND (5) THE FORM AND MANNER OF SERVICE OF NOTICE OF
THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS
AND UNEXPIRED LEASES**

St. Marys Cement Company ("St. Marys"), by and through counsel, hereby objects to *Debtors' Motion For a Revised Bidding Procedures Order Approving (1) Executed Stalking Horse Asset Purchase Agreement; (2) Proposed Break-Up Fee and Expense Reimbursement; (3) Revised Bidding Procedures, (4) The Form and Manner of Service of Notice of the Sale Hearing and Auction; and (5) The Form and Manner of Service of Notice of the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases [Docket No. 344]* ("The Revised Procedures Motion"). For and as its Objection, St. Marys respectfully states the following:

1. For cause, St. Marys states that the executed asset purchase agreement "APA" attached to The Revised Procedures Motion misstates St. Marys administrative claim as being \$8,136.96. In fact, St. Marys administrative claim should be listed as \$77,579.50.

2. According to the APA attached to The Revised Procedures Motion, Cement Resources LLC (“Buyer”) has agreed to assume certain liabilities under §2 4(b)(4) of the APA. More specifically, Administrative claims allowed under Section 503(b)(9) of the Bankruptcy Code, but only up to the amounts identified on Schedule 2.4(b)(4).

3. In the ten days prior to Debtors filing, St. Marys provided goods to two of the Debtors companies, Medina Supply Company (“MSC”) and Twin Cities Concrete Company (“TCC”).

4. At present, St. Marys invoices for goods delivered to ICC are listed on Schedule 2.4(b)(4). These invoices add up to a total of \$8,136.96.

5. St. Marys also delivered goods to MSC, totaling an additional \$69,442.54. Copies of the invoices are attached as Exhibit A. These invoices remain unpaid and should be included as an Administrative Claim under Section 503(b)(9) of the Bankruptcy Code.

WHEREFORE, St. Marys respectfully requests: (i) that the Court amend Schedule 2.4(b)(4) of the APA to include St. Marys entire administrative claim and (ii) that the court grant to St. Marys such other and further relief to which it may be justly entitled.

Respectfully submitted,

/S/ Matthew Thomas
David G. Finley, #0003489
Matthew Thomas, #0080680
Patrick M. Higgins, #0083765
Attorneys for St. Marys Cement
45 W. Prospect Ave., Ste. 1650-G
Cleveland, Ohio 44115
Tel. (216) 574-4814
Fax (216) 574-4894
Email: david@dfinleylaw.com
matthew@dfinleylaw.com
pat@dfinleylaw.com

CERTIFICATE OF SERVICE

Matthew Thomas hereby states that this document was filed electronically with the Court on this 7th day of May, 2010, and that the parties listed on the Court's Electronic Mail Notice List received copies of the same via e-mail from the Court. The following parties also received a copy of this document by facsimile:

Lawrence E. Oscar, Esq.
Daniel A. DeMarco, Esq.
HAHN LOESER & PARKS LLP
200 Public Square, Suite 2800
Cleveland, OH 44114-2316
(216) 274-2429 (fax)

COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION

Marc M. Merklin, Esq.
Kate M. Bradley, Esq.
BROUSE MCDOWELL LPA
388 S. Main Street, Suite 500
Akron, Ohio 44311
(330) 253-8601

SPECIAL COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION

The Office of the United States Trustee
Maria D. Giannirakis, Esq.
Howard M. Metzenbaum U.S. Courthouse
201 Superior Ave., East - Suite 441
Cleveland, Ohio 44114
(216) 522-7193 (fax)
TRIAL ATTORNEY FOR U.S. TRUSTEE

/S/ Matthew Thomas
David G. Finley, #0003489
Matthew Thomas, #0080680
Patrick M. Higgins, #0083765
Attorneys for St. Marys Cement



St Marys Cement Inc. (U.S.)

Invoice

Ship To:

MEDINA SUPPLY CO - TWINSBURG #5005451
 1516 HIGHLAND ROAD
 TWINSBURG OH
 US

INVOICE NUMBER 187562396	INVOICE DATE 02/25/10	PAGE 1
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Sold To:

MEDINA SUPPLY CO #5903761
 P O BOX 400
 DOVER OH 44622
 US

PLANT 4655	SALES REP Edward Griffith
DELIVERY METHOD FOB	CARRIER
CONTRACT NUMBER	

SHIPPING DATE	BI NUMBER	PRODUCT DESCRIPTION	UNIT QUANTITY	UOM	UNIT PRICE	AMOUNT
02/18/10	8016079233	Type I Portland - Bulk	26.580	TON	89.00	2365.62
02/18/10	8016083100	Type I Portland - Bulk	26.830	TON	89.00	2387.87
02/18/10	8016083620	Type I Portland - Bulk	26.660	TON	89.00	2372.74
02/18/10	8016092157	Type I Portland - Bulk	26.740	TON	89.00	2379.86
		Amount Before Tax				9506.09
<div data-bbox="480 1587 791 1772" data-label="Image"> </div>						
BULK TONS 106.81		BAGS		IF PAID ON OR BEFORE THE 10TH OF THE FOLLOWING MONTH YOU MAY DEDUCT AS A CASH DISCOUNT		DISCOUNT AMOUNT -106.81
REMIT TO: ST. MARYS CEMENT INC. (U.S.) PO BOX 67000 - DEPT. 270401 - DETROIT, MI 48267 - 2704 • 1-800-268-6148						TOTAL AMOUNT 9506.09 USD



St Marys Cement Inc. (U.S.)

Invoice

Ship To:

MEDINA SUPPLY CO. - CUYAHOGA FALLS #5005452
 340 STEELS CORNER RD
 CUYAHOGA FALLS OH
 US

INVOICE NUMBER
 187562397

INVOICE DATE
 02/25/10

PAGE
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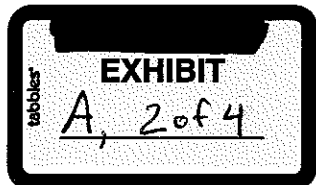
MEDINA SUPPLY CO #5903761
 P O BOX 400
 DOVER OH 44622
 US

PLANT: 4655 SALES REP: Edward Griffith

DELIVERY METHOD: FOB CARRIER:

CONTRACT NUMBER:

SHIPPING DATE	BL NUMBER	PRODUCT DESCRIPTION	UNIT QUANTITY	UOM	UNIT PRICE	AMOUNT
02/18/10	8016079453	Type I Portland - Bulk	25.970	TON	89.00	2311.33
02/18/10	8016082807	Type I Portland - Bulk	25.850	TON	89.00	2300.65
02/18/10	8016083390	Type III (High Early) - Bulk	26.980	TON	94.00	2536.12
02/18/10	8016090239	Type I Portland - Bulk	25.940	TON	89.00	2308.66
02/19/10	8016099648	Type I Portland - Bulk	26.070	TON	89.00	2320.23
02/22/10	8016140051	Type I Portland - Bulk	26.440	TON	89.00	2353.16
02/23/10	8016161576	Type I Portland - Bulk	27.080	TON	89.00	2410.12
02/23/10	8016171590	Type III (High Early) - Bulk	27.180	TON	94.00	2554.92
02/23/10	8016171756	Type I Portland - Bulk	26.900	TON	89.00	2394.10
02/23/10	8016178625	Type III (High Early) - Bulk	27.230	TON	94.00	2559.62
02/23/10	8016178832	Type I Portland - Bulk	26.960	TON	89.00	2399.44
02/24/10	8016177985	Type I Portland - Bulk	26.170	TON	89.00	2329.13
02/24/10	8016203289	Type III (High Early) - Bulk	26.180	TON	94.00	2460.92
Amount Before Tax						31238.40



BULK TONS	BAGS
344.95	

IF PAID ON OR BEFORE THE 10TH OF THE FOLLOWING MONTH
 YOU MAY DEDUCT AS A CASH DISCOUNT

DISCOUNT AMOUNT	TOTAL AMOUNT
-344.95	31238.40 USD

REMIT TO: ST. MARYS CEMENT INC. (U.S.)

PO BOX 67000 - DEPT. 270401 - DETROIT, MI 48267 - 2704 - 1-800-268-6148

THIS INVOICE IS SUBJECT TO THE CONDITIONS AND TERMS ON THE FACE AND BACK HEREOF.
 We Hereby Certify That These Goods Were Produced In Compliance With All Applicable Requirements Of Sections 6, 7 And 12 Of The Fair Labor Standards Act, As Amended, And Of Regulations And Orders Of The United States Department Of Labor Issued Under Section 14 Thereof.

www.stmaryscement.com

10-140
 (Rev. Aug/09)



St Marys Cement Inc. (U.S.)

Invoice

Ship To:

MEDINA SUPPLY CO - BRUNSWICK #5005453
 1501 INDUSTRIAL PARKWAY
 BRUNSWICK OH
 US

INVOICE NUMBER
 187562398

INVOICE DATE
 02/25/10

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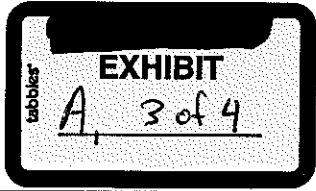
MEDINA SUPPLY CO #5903761
 P O BOX 400
 DOVER OH 44622
 US

PLANT 4655 SALES REP Edward Griffith

DELIVERY METHOD FOB CARRIER

CONTRACT NUMBER

SHIPPING DATE	WT NUMBER	PRODUCT DESCRIPTION	UNIT	QUANTITY	TON	UNIT PRICE	AMOUNT	
02/18/10	8016079634	Type I Portland - Bulk		26.380	TON	89.00	2347.82	
02/18/10	8016083330	Type I Portland - Bulk		26.920	TON	89.00	2395.88	
02/18/10	8016090089	Type I Portland - Bulk		26.910	TON	89.00	2394.99	
02/18/10	8016092192	Type I Portland - Bulk		26.930	TON	89.00	2396.77	
02/19/10	8016099722	Type I Portland - Bulk		27.000	TON	89.00	2403.00	
02/22/10	8016138772	Type I Portland - Bulk		27.060	TON	89.00	2408.34	
02/24/10	8016194801	Type I Portland - Bulk		27.010	TON	89.00	2403.89	
02/24/10	8016203190	Type I Portland - Bulk		27.010	TON	89.00	2403.89	
02/24/10	8016203537	Type I Portland - Bulk		27.060	TON	89.00	2408.34	
		Amount Before Tax					21562.92	
BLES TONS 242.28 BAGS							DISCOUNT AMOUNT -242.28	TOTAL AMOUNT 21562.92 USD



IF PAID ON OR BEFORE THE 10TH OF THE FOLLOWING MONTH YOU MAY DEDUCT AS A CASH DISCOUNT

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www.stmaryscement.com

10-140 (Rev. Aug/09)



St Marys Cement Inc. (U.S.)

Invoice

Ship To:

MEDINA SUPPLY CO. - MASSILON #5007884
 1817 RIVERSIDE DRIVE
 MASSILLON OH
 US

INVOICE NUMBER 187562399	INVOICE DATE 02/25/10	PAGE 1
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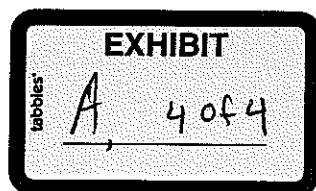
MEDINA SUPPLY CO #5903761
 P O BOX 400
 DOVER OH 44622
 US

PLANT 4655	SALES REP Edward Griffith
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DELIVERY METHOD FOB	CARRIER
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CONTRACT NUMBER

SHIPPING DATE	PO NUMBER	PRODUCT DESCRIPTION	UNIT QUANTITY	UOM	UNIT PRICE	AMOUNT						
02/19/10	8016099493	Type I Portland - Bulk	26.760	TON	89.00	2381.64						
02/19/10	8016108042	Type I Portland - Bulk	26.420	TON	89.00	2351.38						
02/23/10	8016161502	Type I Portland - Bulk	26.990	TON	89.00	2402.11						
		Amount Before Tax				7135.13						
<table border="1"> <tr> <td>REBATE</td> <td>80.17</td> </tr> </table>						REBATE	80.17	<table border="1"> <tr> <td>DISCOUNT AMOUNT</td> <td>-80.17</td> </tr> <tr> <td>TOTAL AMOUNT</td> <td>7135.13 USD</td> </tr> </table>	DISCOUNT AMOUNT	-80.17	TOTAL AMOUNT	7135.13 USD
REBATE	80.17											
DISCOUNT AMOUNT	-80.17											
TOTAL AMOUNT	7135.13 USD											



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TOTAL P.04

10-146 (Rev. Aug/09)