

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

IN THE MATTER OF:	) In Proceedings Under Chapter 11
)
THERMADYNE HOLDINGS CORPORATION,	) Case No. 01-52840-399
C&G SYSTEMS HOLDING, INC.,	) Case No. 01-52841-399
C&G SYSTEMS, INC.,	) Case No. 01-52842-399
COYNE NATURAL GAS SYSTEMS, INC.,	) Case No. 01-52843-399
MARISON CYLINDER COMPANY,	) Case No. 01-52844-399
MECO HOLDING COMPANY,	) Case No. 01-52845-399
MODERN ENGINEERING COMPANY, INC.,	) Case No. 01-52846-399
STOODY COMPANY,	) Case No. 01-52847-399
TAG REALTY, INC.,	) Case No. 01-52848-399
THERMADYNE CAPITAL CORP.,	) Case No. 01-52849-399
THERMADYNE CYLINDER CO.,	) Case No. 01-52850-399
THERMADYNE INDUSTRIES, INC.,	) Case No. 01-52851-399
THERMADYNE INTERNATIONAL CORP.,	) Case No. 01-52852-399
THERMADYNE MFG. LLC,	) Case No. 01-52853-399
THERMAL ARC, INC.,	) Case No. 01-52854-399
THERMAL DYNAMICS CORPORATION,	) Case No. 01-52855-399
TWECO PRODUCTS, INC.,	) Case No. 01-52856-399
VICTOR-COYNE INTERNATIONAL, INC.,	) Case No. 01-52857-399
VICTOR EQUIPMENT COMPANY,	) Case No. 01-52858-399
VICTOR GAS SYSTEMS, INC.,	) Case No. 01-52859-399
WICHITA WAREHOUSE CORPORATION,	) Case No. 01-52860-399
)
Debtors.)
	) Honorable Barry S. Schermer
	) United States Bankruptcy Judge

STANDING ORDER #3

**SETTING CLAIMS BAR DATE, ESTABLISHING CLAIMS
PROCESSING AND OBJECTION PROCEDURES, AND ESTABLISHING
CLAIMS ESTIMATION PROCEDURES PURSUANT TO 11 U.S.C. § 502**

This matter coming before the Court on the request of the Debtors and Debtors-in-Possession, the Court having reviewed and considered the request and having heard the statements of counsel in support thereof and the statements of all other parties appearing

15

before the Court in connection therewith; the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Local District Court Rule 9.01(B)(1); the Court finding that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); the Court being fully apprised in the premises and having determined that the legal and factual bases are sufficient to establish just cause for the relief herein granted; now therefore, **IT IS ORDERED, ADJUDGED AND DECREED**

Claims Bar Date

1. April 19, 2002 is fixed as the last day (the "Bar Date") by which all creditors of the above-captioned Debtors who have not already filed proofs of claim must file with the Court proofs of claim (Original PLUS one copy) against the Debtors. A copy of the Proof of Claim Form which should be utilized in these proceedings is attached as Exhibit A and should be used by all Creditors. Alternative proof of claim forms may be used, provided that all alternative forms shall be in substantial conformity with the Official Proof of Claim Form.

2. Proofs of Claim, in substantial conformity with the Official Proof of Claim Form (Exhibit A attached), must be filed with an Original PLUS one copy of each separate proof of claim. If less than the requisite number of copies are filed, they shall nonetheless be accepted for filing. They shall be mailed, in a postage pre-paid envelope bearing the Debtors' claim address (set out below) as the return address, to:

Thermadyne Claims
Clerk, United States Bankruptcy Court
P.O. Box 8740
St. Louis, Missouri 63101

so that it is received on or before April 19, 2002.

- The original claim must be 2 hole punched at the top and marked in the upper-right hand corner, "ORIGINAL."
- The copy must be marked in the upper-right hand corner, "Debtors."
- If a creditor requests an acknowledgment copy of the proof of claim, an additional copy of the proof of claim along with a self-addressed, postage prepaid return envelope bearing the creditor's return address shall be submitted.

Each claim must specifically state the name of each Debtor against which such claim is asserted and the case number of the Debtor against which such claim is asserted. Claims in foreign currency must state the amounts claimed in such foreign currency and must also convert each such amount to United States Dollars as of November 19, 2001. If claims are to be asserted against more than one of the Debtors, a separate, original (with appropriate copies) of each proof of claim must be filed in each case in which a claim is asserted. Multiple Debtor Claims may not be filed in a single proof of claim.

3. EXCEPT AS PROVIDED IN PARAGRAPHS 4-7 HEREOF, ANY CLAIM AGAINST ANY OF THE DEBTORS THAT IS NOT FILED IN ACCORDANCE WITH THE BAR ORDER ON OR BEFORE APRIL 19, 2002 SHALL BE BARRED, AND THE DEBTORS AND THEIR ESTATES SHALL BE RELEASED FROM ANY AND ALL INDEBTEDNESS OR OTHER LIABILITY TO THE HOLDER OF EACH SUCH CLAIM AS CLAIM IS DEFINED IN 11 U.S.C. § 101(5), IN THESE CHAPTER 11 PROCEEDINGS. HOLDERS OF SUCH BARRED CLAIMS SHALL BE FORECLOSED FROM VOTING

UPON OR RECEIVING DISTRIBUTION UNDER ANY PLAN OR PLANS OF REORGANIZATION IN THESE CASES.

4. THE FOLLOWING CREDITORS NEED NOT FILE PROOFS OF CLAIM AT THIS TIME:

a) Any creditor whose claim is listed in the Schedules of Assets and Liabilities of the Debtors expected to be filed with the Court on or about January 18, 2002 (or any amendments to such Schedules), and whose claim is listed as "contingent," "unliquidated" or "disputed" and who does not dispute the classification and scheduled amount of its claim;

b) Any creditor who has filed a proof of claim and which proof of claim the creditor does not seek to change.

c) Any creditor whose claim is allowable under section 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtors' chapter 11 cases. Holders of delinquent post-petition claims, if any, against the Debtor should file an appropriate application with the Court;

d) Any creditor whose claim has been paid or otherwise satisfied pursuant to authorization of the Bankruptcy Court;

e) Any creditor whose claim is pursuant to the Debtor-in-Possession Financing Agreement and Facility;

f) Any creditor whose claim is by any of the Debtors or any affiliate of the Debtors against one or more of the other Debtors, which such claim is reflected on the Schedules;

g) Any creditor whose claim has been allowed or disallowed by order of this Court.

h) Any environmental claims of any governmental unit that relate to properties currently owned by any of the Debtors.

i) Claims of any bondholder for those amounts outstanding under a particular bond need not be filed separately by the bondholder since the Indenture Trustee for each bond issue is authorized to file a proof of claim with respect to all amounts outstanding under the bonds of that issue.

5. Any creditor whose claim arises out of the rejection by the Debtor of an executory contract or unexpired lease or a judgment entered against the creditor pursuant to an action under Chapter 5 of the Bankruptcy Code must file its claim by the later of (i) April 19, 2002; or (ii) within 30 days after entry of an order approving the rejection.

6. ANY CREDITOR WHO HAS ALREADY FILED WITH THE COURT A PROOF OF CLAIM NEED NOT FILE A DUPLICATE PROOF OF CLAIM.

7. In the event any Debtor amends its Schedules of Assets and Liabilities subsequent to the date hereof to reduce or reclassify as "contingent," "unliquidated" or "disputed," any claim, such Debtor shall give written notice of such amendment to the holder of the claim affected thereby, and that the holder shall be afforded an extension of 30 days from the date on which such notice is given to file or amend a proof of claim, if necessary, or be forever barred from so doing.

8. THE PROVISIONS OF THE BAR ORDER APPLY TO ALL CLAIMS OF WHATEVER CHARACTER OR NATURE AGAINST ANY DEBTOR OR ITS

PROPERTY, WHETHER SECURED OR UNSECURED, LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT.

9. The Debtors' Schedules of Assets and Liabilities may be examined and inspected by interested parties in the office of the Clerk of the United States Bankruptcy Court, Thomas F. Eagleton U.S. Courthouse, 111 South Tenth Street, Fourth Floor, St. Louis, Missouri 63102. Copies of Debtors' Schedules of Assets and Liabilities may be obtained from Bankruptcy Services, Inc., Thomas F. Eagleton U.S. Courthouse, 111 South Tenth Street, Fourth Floor, St. Louis, Missouri 63102, (314) 244-4940, or may be obtained electronically through PACERNET.

10. Each proof of claim will be file-stamped by the Clerk and assigned a claim number. The Clerk's office shall preserve the original claim. The remaining copy will be given to the Debtors.

11. a) The Clerk of the Court shall maintain a claims register indicating the Debtor, the case number, the claim number, the creditor name and address, the date, the claim amount, and the claim classification. Debtors shall give such notice and perform such functions as are required by Bankruptcy Rules 3001 and 3004 using forms and procedures which are substantially similar to those used by the Clerk.

b) **THESE CASES ARE NOT CONSOLIDATED.** Consistent with Standing Order #1 in these cases, the proofs of claims are to be numbered sequentially and maintained by the Clerk in a single claims file without regard to the particular estate against which each claim is asserted. However, claims information shall be stored in such a manner as to provide a separate claims register in each estate listing only those claims asserted against that estate.

c) All documents proffered as proofs of claims are to be processed as such, subject to objection as set out below.

12. Debtors will be responsible for notifying creditors of the Claims Bar Date pursuant hereto not later than January 31, 2002. Debtors shall mail to all persons on the Matrix, Master Service List and Master Notice List a copy of the Notice of Bar Date for the Filing of Proofs of Claim. Debtors shall also publish, on or before January 31, 2002, the Notice of Bar Date for the Filing of Proofs of Claim in the following newspapers: St. Louis Post-Dispatch; Wall Street Journal (National Edition). A copy of the Notice of Bar Date for the Filing of Proofs of Claim is attached hereto as Exhibit B.

Claim Objections Procedures

13. Pursuant to 11 U.S.C. § 502(b) and Rule 3007 of the Federal Rules of Bankruptcy Procedure and except as otherwise ordered by the Court, the following procedures shall apply for objections to claims:

14. A hearing date for objections to claims shall be obtained from the Court pursuant to Standing Order #1.

15. Debtors¹ will prepare and serve upon (i) the Claimant and Claimant's attorney, if known, and (ii) the Master Service List, the following documents:

(1) Notice of Hearing on Objection to Claim and Deadline to File and Serve Response to Objection to Claim;

¹ This provision is without prejudice to the rights of any party in interest to object to a claim. The objecting party shall coordinate with the Debtors as to the filing of that objection, after which the Debtors shall continue to be responsible for paragraphs 16-18 with respect to the claim.

(2) Objection to Claim accompanied by a copy of the proof of claim (supporting documents need not be included);

(3) Proposed Agreed Order, if applicable;

(4) Self-addressed, stamped return envelope.

16. If claims or objections to claims are similar or related, or are based upon similar facts or theories of law, more than one claim may be included within a single objection. Each objection shall be assigned a Claim Objection Number by the Debtors. Consistent with the Order of Joint Administration in these cases, the Objections to Claims are to be numbered sequentially and maintained by the Clerk in a single Claims Objection File without regard to the particular estate against which the claim objected to is asserted.

17. The basic format of the Notice of Hearing and Objection to Claim is attached hereto as Exhibit C.

18. Debtors will be responsible for maintaining and distributing (monthly or upon earlier request) to the Master Service List a Master Objections to Claims Calendar which shall set forth the hearing date and time, Debtor company name, Debtor case number, claimant's name, claim number, claim amount, claim classification and claim objection number, and shall indicate if any response has been received from claimant.

19. The basic format of the Objections to Claims Calendar is attached hereto as Exhibit D.

20. If Claimant agrees with the objection, then it shall sign the Agreed Order enclosed with the Notice of Hearing and Objection to Claim, and return it to the Debtors (or objecting party) in the envelope provided.

21. If Claimant disagrees with the objection, Claimant shall file and serve in accordance with paragraph 22 a written response to the objection with the Claimant's name, address, telephone number (including area code), the Claim Objection Number, the Claim Number, the Debtor name, and a factual and legal statement detailing the basis upon which Claimant disagrees with the objection. A corporation must be represented by an attorney in all legal matters in these proceedings.

22. Claimant's response shall be filed not later than the date set out on the Objection and in accordance with Standing Order #1. All responses are to be filed with:

- a) Clerk, United States Bankruptcy Court
Thomas F. Eagleton U.S. Courthouse
111 South Tenth Street, 4th Floor
St. Louis, MO 63102

and

Served by mail or hand-delivery to:

- b) ALAN B. MILLER, ESQ.
Counsel for Debtors
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
- c) COUNSEL FOR THE OBJECTOR (if applicable)

23. If Claimant does not return the Agreed Order or file a written response, the Debtors (or the objector) may ask this Court to enter an order sustaining their Objection. The Court may do so, in its discretion, without further notice or hearing.

24. Debtors shall establish, in the first instance, the appropriate category of objections to be processed.

25. The Notice of Hearing, Objection to Claim, Agreed Order and return envelope shall be served upon the entities listed in paragraph 15 above by United States Mail (first class), not less than 30 days prior to a scheduled hearing date.

26. Claimant's response to the Objection shall be filed and served upon the entities listed in paragraph 22 above, absent timely leave of the Court, not less than 14 days prior to the scheduled hearing date, which hearing date may be continued by the Court for cause.

27. Debtors shall be responsible for submitting for Court approval all proposed default orders and all proposed orders adjudicating claims.

11 U.S.C. § 502(c) Estimation Procedures

28. (a) Section 502(c) of the Bankruptcy Code requires that certain claims and rights to payment are to be estimated for the purpose of allowance. This Section is intended to require that all claims against a debtor be converted into dollar amounts. H.R. Rep. No. 595, 95th Cong., 1st Sess. 354 (1977) Rep. 989, 95th Cong., 2d Sess. 65 (1978). In this process, the Court is to reasonably estimate the probable value of the claim or right to interest. In the Matter of Baldwin-United Corporation, 55 B.R. 885, 898 (Bankr. SD Ohio, 1985). The Court is to use whatever method is best suited to the particular contingencies at issue. Therefore pursuant to Rule 16 of the Federal Rules of Civil Procedure, as incorporated by Bankruptcy Rule 7016, and 11 U.S.C. § 502(c), procedures set out herein shall apply for estimation of claims and any right to payment asserted

against the estates of the Debtors.² A corporation must be represented by an attorney in all legal matters in these proceedings.

(b) A request for estimation of a claim or right to payment is a contested matter which is subject to the provisions of Bankruptcy Rule 9014.

(c) A motion for estimation of a claim or right to payment is to be prosecuted separately, and may not be joined with an objection to a claim or right to payment.

29. For the purpose of allowance in these cases under Section 502(c), the estimation proceedings will finally adjudicate, determine and allow the Debtors' liability for, and the amount of, any Claim or right to payment subject to an estimation proceeding.

Pre-Trial Procedures

Stipulation

30. The Claimant and Movants shall meet, identify the facts which are agreed upon, and identify disputed issues.

31. All disputed issues shall be identified by Roman numerals.

32. These identifications shall be compiled into lists which shall be filed with the Court at least 20 days prior to trial.

33. Each party shall simultaneously file with the Court a memorandum in support of their respective lists, which shall not exceed ten pages (including exhibits and the list). All lists and memoranda shall be filed with the Court at least 20 days prior to trial.

² Nothing herein shall affect or alter the requirements of § 502(c) that must be satisfied prior to commencement of the estimation proceedings set forth herein.

Discovery

34. The parties shall be permitted to utilize full discovery procedures pursuant to Rules 27-37 of the Federal Rules of Civil Procedure, except that the total number of interrogatories propounded to each party shall be limited to 20 pursuant to the United States District Court Rules for the Eastern District of Missouri.

35. At least 15 days prior to trial, the parties shall file with the Court a list of witnesses to be called to testify at the trial. All persons identified as witnesses shall attend the trial regardless of whether he or she is called to testify by the offering party.

36. Except for good cause shown, no party will be permitted to call any witness not listed in compliance with this Order.

37. At least 15 days prior to trial, all parties shall file with the Court and serve on opposing counsel their proposed findings of fact and proposed conclusions of law.

38. At least 10 days prior to trial, each party shall file with the Court and serve upon opposing counsel a trial brief, not to exceed 20 pages.

39. Any objections to discovery (e.g. interrogatories, requests, etc.) shall be made within ten business days of receipt of such discovery requests and parties must be available for expedited hearings to resolve such objections.

Section 502(c) Trial Procedures³

Trial Structure

40. The trial date for the estimation of claims shall be set pursuant to Standing Order #1, except that whenever possible, the date is to be agreed upon by the parties directly involved.

41. Claimant shall have a total of three hours to present its case to the Court. The Objectors (collectively) shall have a total of three hours to present their case to the Court.

42. The oral presentation shall be organized in the manner of a typical trial:

a) Each party shall make an opening statement and then present their respective case-in-chief in accordance with this order and the Federal Rules of Civil Procedure and the Local Rules of the United States District Court for the Eastern District of Missouri.

b) The attorneys may identify available witnesses, comment on any evidence and quote directly from interrogatories, requests for admissions, documentary evidence, sworn statements of available witnesses and depositions (i) of witnesses who are otherwise not available, or, (ii) of witnesses as may be otherwise agreed to by the parties. These statements will hereinafter be referred to as "Attorney Presentation". However, witnesses' testimony or documentary evidence may not be referred to unless the reference is based upon one of the products of the various discovery procedures or if agreed to by the parties, or if

³ Except as otherwise set forth below, the Federal Rules of Civil Procedure and the Rules of the United States District Court for the Eastern District of Missouri Local Rules shall apply at the estimation hearing.

ordered by the Court upon request, or upon a written sworn statement of the witnesses if such witness is in the Courtroom.

c) Each party may present testimony through witnesses. Each party may cross-examine witnesses who have testified in Court for an opposing party or whose testimony or sworn statement has been referred to in the opposing party's Attorney Presentation as set out above. The time elapsed during cross-examination shall be counted against the 3 hours of the cross-examining party.

d) Subject to appropriate objections, evidence presented or described during the Attorney Presentations shall be admissible if it is consistent with this order and with the provisions of Rules 402 and 401 of the Federal Rules of Evidence. Evidence may be excluded if it is determined to be within the provisions of Rule 403 of the Federal Rules of Evidence. The parties to a particular proceeding may, and are encouraged to agree to other procedures which will expedite the admission of evidence in the spirit of the abbreviated determination directed by Section 502(c).

43. The parties are free to divide their allotted time among the above segments as they see fit, but in no event shall the total time allotted to each party exceed three hours.

44. Each party will have 15 minutes additional time within which to make any concluding remarks.

45. Each party must be represented at trial by an individual with full settlement authority and a thorough knowledge of the case. This individual must be present

throughout the trial. This requirement can be waived only by separate order of the Court and upon a showing of extraordinary circumstances.

46. Objectors and Movants shall number their trial exhibits with Arabic numbers. Claimants shall number their exhibits with letters. Joint exhibits shall be marked in Roman numerals. The parties shall exchange copies of their trial binders and shall provide the Court with three copies of each set at least five days before trial.

47. All exhibits shall be organized in three ring binders and in the following manner:

- a) The evidence corresponding to each disputed fact shall be identified by the Roman numeral for that disputed fact.
- b) Each binder shall contain an index listing the evidence therein and listing the proposed findings of fact and conclusions of law which each exhibit supports.
- c) Each binder shall contain a brief statement, not to exceed five pages, summarizing the evidence therein.
- d) Claimant's binders shall be under blue cover.
- e) Objectors' binders shall be under black cover.

48. Any pleading submitted shall bear the caption as set forth in the notice of the estimation trial.

Reservation of Court Authority

49. All aspects of this Standing Order are in the best interests of Debtors, their creditors and these estates and presents no prejudice to any party's rights or interests. This Order shall continue in effect until modified by further order of the Court, sua sponte or upon motion by a party in interest. The Court reserves the right to order, sua sponte or upon motion by a party in interest, specific supplemental procedures, modification of these procedures or other relief for particular claims.

DATED: January 24, 2002


UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A
[Proof of Claim Form]

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

IN THE MATTER OF:) In Proceedings Under Chapter 11
)
THERMADYNE HOLDINGS CORPORATION,) Case No. 01-52840-399
C&G SYSTEMS HOLDING, INC.,) Case No. 01-52841-399
C&G SYSTEMS, INC.,) Case No. 01-52842-399
COYNE NATURAL GAS SYSTEMS, INC.,) Case No. 01-52843-399
MARISON CYLINDER COMPANY,) Case No. 01-52844-399
MECO HOLDING COMPANY,) Case No. 01-52845-399
MODERN ENGINEERING COMPANY, INC.,) Case No. 01-52846-399
STOODY COMPANY,) Case No. 01-52847-399
TAG REALTY, INC.,) Case No. 01-52848-399
THERMADYNE CAPITAL CORP.,) Case No. 01-52849-399
THERMADYNE CYLINDER CO.,) Case No. 01-52850-399
THERMADYNE INDUSTRIES, INC.,) Case No. 01-52851-399
THERMADYNE INTERNATIONAL CORP.,) Case No. 01-52852-399
THERMADYNE MFG. LLC,) Case No. 01-52853-399
THERMAL ARC, INC.,) Case No. 01-52854-399
THERMAL DYNAMICS CORPORATION,) Case No. 01-52855-399
TWECO PRODUCTS, INC.,) Case No. 01-52856-399
VICTOR-COYNE INTERNATIONAL, INC.,) Case No. 01-52857-399
VICTOR EQUIPMENT COMPANY,) Case No. 01-52858-399
VICTOR GAS SYSTEMS, INC.,) Case No. 01-52859-399
WICHITA WAREHOUSE CORPORATION,) Case No. 01-52860-399
)
Debtors.) Honorable Barry S. Schermer
) United States Bankruptcy Judge
)
) Alan B. Miller, Esq.
) Stephen A. Youngman, Esq.
) Weil, Gotshal & Manges LLP
) 767 Fifth Avenue
) New York, New York 10153
) (212) 310-8000

NOTICE OF BAR DATE FOR THE FILING OF PROOFS OF CLAIM

April 19, 2001

TO: ALL PERSONS ASSERTING A CLAIM AGAINST ANY OF THE ABOVE ENTITIES:

PLEASE TAKE NOTICE, that the United States Bankruptcy Court of the Eastern District of Missouri has entered Standing Order #3 Setting Claims Bar Date, Establishing Claims Processing and Objection Procedures, and Establishing Claims Estimation Procedures Pursuant to 11 U.S.C. §502, dated January ___, 2002 regarding the above-named Debtors (the "Debtors") requiring all persons and entities, including without limitation, individuals, partnerships, corporations, estates, trusts and governmental units, EXCEPT THOSE PERSONS AND ENTITIES DESCRIBED IN PARAGRAPHS A THROUGH F BELOW, that assert a claim against any of the Debtors which arose on or prior to November 19, 2001, to file a proof of claim **on or before APRIL 19, 2002** (the "Bar Date").

A copy of the Proof of Claim Form which should be utilized in these proceedings [is enclosed with this Notice.] [will be provided (i) to known creditors; and (ii) upon request to the Debtors prior to the Bar Date at the address shown below to any other entity asserting a claim against the Debtors.]

Proofs of Claim must be filed with an original PLUS one copy of each separate proof of claim. They shall be mailed, in a postage pre-paid envelope bearing the Debtors' claim address (set out below) as the return address, to:

Thermadyne Claims
Clerk, United States Bankruptcy Court
P.O. Box 8740
St. Louis, Missouri 63101

so as to be received on or before April 19, 2002.

The original claim must be 2-hole punched at the top and marked in the upper-right hand corner, "ORIGINAL."

The copy must be 2-hole punched at the top and marked in the upper-right hand corner, "Debtors."

If a creditor requests an acknowledgment copy of the proof of claim, an additional copy of the proof of claim along with a self-addressed, postage prepaid return envelope shall be submitted.

Each claim must specifically state the name of each Debtor against which such claim is asserted and the case number of the Debtor against which such claim is asserted. Claims in foreign currency must state the amounts claimed in such foreign currency and must also convert each such amount to United States Dollars as of November 19, 2001. If claims are to be asserted against more than one of the Debtors, a separate, original of each proof of claim must be filed in each case in which a claim is asserted. Multiple Debtor Claims may not be filed in a single proof of claim.

If you are required to file a proof of claim and fail to do so, you will be barred from voting upon, or receiving distribution under, any plan or plans of reorganization of the Debtors, and will be barred from asserting any such claim or claims against any of the Debtors or their successors or assigns, EXCEPT THAT:

- A. ANY PERSON OR ENTITY THAT HAS ALREADY FILED A PROOF OF CLAIM AGAINST THE DEBTORS WITH THE CLERK OF THE COURT NEED NOT FILE ANOTHER PROOF OF CLAIM.
- B. ANY PERSON OR ENTITY (i) WHOSE CLAIM IS NOT LISTED AS "DISPUTED", "CONTINGENT" OR "UNLIQUIDATED" IN THE DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES EXPECTED TO BE FILED

WITH THE CLERK OF THE COURT ON OR ABOUT JANUARY 17, 2002 (OR ANY AMENDMENTS TO SUCH SCHEDULES) AND (ii) WHO AGREES WITH THE CLASSIFICATION AND AMOUNT SET FORTH THEREIN NEED NOT FILE A PROOF OF CLAIM.

- C. ANY PERSON OR ENTITY WHOSE CLAIM IS PURSUANT TO THE DEBTOR-IN-POSSESSION FINANCING AGREEMENT AND FACILITY NEED NOT FILE A PROOF OF CLAIM.
- D. THE CLAIMS AND INTERESTS DESCRIBED BELOW ("EXCLUDED CLAIMS") ARE NOT AFFECTED BY THIS NOTICE OR THE ORDER AND ANY PERSON OR ENTITY THAT HAS AN EXCLUDED CLAIM NEED NOT FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE FOR THE EXCLUDED CLAIM ONLY.
 - 1. Claims listed in the Schedules of Assets and Liabilities of the Debtors expected to be filed with the Court on or about January 17, 2002 (or any amendments to such Schedules), and whose claim is not listed as "contingent," "unliquidated" or "disputed" and who does not dispute the classification and scheduled amount of its claim.
 - 2. Claims for which the claimant filed a proof of claim prior to the date hereof and which proof of claim the claimant does not seek to change.
 - 3. Claims allowable under Section 507(a)(1) of the Bankruptcy Code as an expense of administration of the Debtors' chapter 11 estates; holders of delinquent post-petition claims, if any, against the Debtors shall file an appropriate application with the Court.
 - 4. Claims that have been paid or otherwise satisfied pursuant to authorization of this Court.
 - 5. Claims by any of the Debtors or any affiliate of the Debtors against one or more of the other Debtors, which such claim shall be reflected on the Schedules.
 - 6. Claims that heretofore have been allowed or disallowed by order of this Court.
 - 7. Any environmental claims of any governmental unit that relate to properties currently owned by any of the Debtors.
- E. CLAIMS ARISING FROM THE REJECTION OF UNEXPIRED LEASES OR EXECUTORY CONTRACTS NEED NOT BE FILED UNLESS AND UNTIL SUCH UNEXPIRED LEASE OR EXECUTORY CONTRACT IS REJECTED. CLAIMS ARISING AS A RESULT OF A JUDGMENT PURSUANT TO CHAPTER 5 OF THE BANKRUPTCY CODE SHALL BE FILED WITHIN

THIRTY DAYS OF ENTRY OF THE JUDGMENT. CLAIMS ARISING AS A RESULT OF REJECTION SHALL BE FILED WITHIN THIRTY DAYS AFTER ENTRY OF AN ORDER APPROVING THE REJECTION; PROVIDED HOWEVER, THAT CLAIMS ARISING FROM THE REJECTION OF LEASES OR EXECUTORY CONTRACTS HERETOFORE APPROVED BY ORDER OF THIS COURT SHALL BE FILED ON OR PRIOR TO THE BAR DATE.

- F. THE INDENTURE TRUSTEE OF EACH BOND ISSUE IS AUTHORIZED TO FILE A PROOF OF CLAIM WITH RESPECT TO ALL AMOUNTS OUTSTANDING UNDER THE BONDS OF THAT ISSUE. ACCORDINGLY, CLAIMS OF ANY BONDHOLDER FOR THOSE AMOUNTS OUTSTANDING UNDER A PARTICULAR BOND NEED NOT BE FILED SEPARATELY BY THE BONDHOLDER.

ALL PERSONS AND ENTITIES OTHER THAN THOSE DESCRIBED IN PARAGRAPHS A, B, C, D, E AND F ABOVE MUST FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE. OTHERWISE THEY SHALL BE BARRED FROM VOTING UPON OR RECEIVING DISTRIBUTION UNDER ANY PLAN OR PLANS OF REORGANIZATION IN THESE CASES. THE PROVISIONS OF THE BAR ORDER APPLY TO ALL CLAIMS OF WHATEVER CHARACTER OR NATURE AGAINST EACH DEBTOR OR ITS PROPERTY, WHETHER SECURED OR UNSECURED, LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT.

Acts or omissions of the Debtors arising or occurring prior to filing their Chapter 11 petitions, including but not limited to goods or services provided by the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or the injuries on which they are based) may be contingent or may not have occurred, matured or become fixed or liquidated prior to the Bar Date. Therefore, any creditor having such a claim or potential claim against the Debtors, no matter how remote or contingent, unless excluded pursuant to Paragraphs A-F above, must file a proof of claim on or before the Bar Date.

The Debtors have reserved the right to dispute, or to assert offsets or defenses to, any Claim reflected on the schedules as to amount, liability, classification or otherwise and to subsequently designate any Claim as disputed, contingent, unliquidated or undetermined as to

amount; provided however, that if the Debtors amend their schedules to designate a Claim as disputed, contingent, unliquidated or undetermined as to amount, or to change the amount of a Claim reflected thereon, then, and in such event, the affected Creditor shall be afforded an extension of 30 days from the date on which written notice of such amendment is given to file a proof of claim, if necessary, or be forever barred from doing so. Nothing set forth herein shall be deemed to preclude the Debtors from objecting to any Claim, whether scheduled or filed, on any grounds.

The Debtors' Schedules of Assets and Liabilities may be examined and inspected by interested parties in the office of the Clerk of the United States Bankruptcy Court, Thomas F. Eagleton U.S. Courthouse, 111 South Tenth Street, Fourth Floor, St. Louis, Missouri 63102. Copies of Debtors' Schedules of Assets and Liabilities may be obtained from Bankruptcy Services, Inc., Thomas F. Eagleton U.S. Courthouse, 111 South Tenth Street, Fourth Floor, St. Louis, Missouri 63102.

BY ORDER OF THE COURT

EXHIBIT C

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

IN THE MATTER OF:)
THERMADYNE HOLDINGS)
CORPORATION, et al.,)
Debtors.)
RE: THERMADYNE INDUSTRIES, INC.)
Claimant.)
HEARING DATE: _____, 2002
TIME: 10:00 a.m.
PLACE: 5TH FLOOR
111 SOUTH TENTH STREET
ST. LOUIS, MO 63102
**LAST DAY TO RESPOND TO
OBJECTION: __-__-__**

<u>Obj. No.</u>	<u>Claim No.</u>	<u>Debtor Name</u>	<u>Case No.</u>
1	52	Thermadyne Industries, Inc.	01-52851-399

**NOTICE OF HEARING ON DEBTOR'S
OBJECTION TO CLAIM AND DEADLINE TO FILE AND
SERVE RESPONSE TO OBJECTION CLAIM**

**THIS IS AN IMPORTANT LEGAL NOTICE WHICH YOU SHOULD REVIEW
IMMEDIATELY AND SHOW TO YOUR ATTORNEY.**

The Debtor has filed an objection to your claim in the above-captioned jointly administered Bankruptcy Cases. A copy of that objection is enclosed with this Notice. **THE COURT WILL HEAR THAT OBJECTION AT 10:00 A.M. ON _____, 2002 ON THE 5TH FLOOR, 111 SOUTH TENTH STREET, ST. LOUIS, MISSOURI 63102.**

If you agree with the Debtor's objection, then please sign the enclosed Agreed Upon Order Withdrawing Claim or Sustaining Debtor's Objection to Claim and return it in the self-addressed, stamped envelope.

Dated: _____, 2002

Alan B. Miller, Esq.
Stephen A. Youngman, Esq.
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000 - Telephone
(212) 310-8007 - Facsimile

Attorneys for Debtors and Debtors-in-Possession

WHEREFORE, Debtors pray that the Court enter an order sustaining their objection to the claim identified above and for such other relief as may be just and proper.

Dated: _____, 2002

Alan B. Miller, Esq.
Stephen A. Youngman, Esq.
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000 - Telephone
(212) 310-8007 - Facsimile

Attorneys for Debtors and Debtors-in-Possession

EXHIBIT D

As of _____

**THERMADYNE HOLDINGS CORPORATION
OBJECTIONS TO CLAIMS CALENDAR**

Hearing Date: _____, 2002

Hearing Time: 10:00 a.m.

Debtor Name	Debtor Case No.	Claim Objection Number	Claimant Name and Claim Amt.	Claim No. And Claim Class (S,U,P)	Response Received	Consent to Objection
Thermadyne Industries, Inc.	01-52851-399	1	ABC Company	52U	Yes	No
Thermal Dynamics Corporation	01-52855-399	2	XYZ Company	36U	Yes	Yes
Victor Equipment Company	01-52858-399	3	YZX Company	39U	No	No