

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

TAYLOR-WHARTON  
INTERNATIONAL LLC, et al.<sup>1</sup>,

Debtors.

Chapter 11

Case No. 09-14089 (BLS)  
(Jointly Administered)

**TW CRYOGENICS LLC'S  
STATEMENT OF FINANCIAL AFFAIRS AND SCHEDULES**

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number are: Taylor-Wharton International LLC (1577); TWI-Holding LLC (8154); Taylor-Wharton Intermediate Holdings LLC (6890); Alpha One Inc. (1392); Beta Two Inc. (1408); Gamma Three Inc. (1367); Delta Four Inc. (1320); Epsilon Five Inc. (1344); TW Cryogenics LLC (1713); TW Cylinders LLC (1665); Sherwood Valve LLC (1781); American Welding & Tank LLC (1945); and TW Express LLC (6414).

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

**TW Cryogenics LLC**

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**GENERAL NOTES AND DISCLAIMERS REGARDING  
TW CRYOGENICS LLC'S SCHEDULES**

On or about November 18, 2009 (the "Petition Date"<sup>2</sup>), TW Cryogenics LLC (the "Debtor"), and its 12 affiliates, (collectively, the "Debtors") in the above-referenced cases, filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). The chapter 11 cases have been jointly administered for procedural purposes only under Case No. 09-14089 (BLS). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

With the assistance of its advisors, the Debtor prepared these Schedules of Assets and Liabilities and its Statement of Financial Affairs (collectively, the "Schedules"), pursuant to section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure. The Schedules are unaudited and do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("GAAP"), and they are not intended to be fully reconciled to the Debtor's financial statements.

Although the Debtor has made every reasonable effort to ensure that the Schedules are accurate and complete based on information that was available at the time of preparation, subsequent information or discovery may result in material changes to the Schedules, and inadvertent errors or omissions may have occurred. As discussed below in the section entitled "Disclaimer Regarding Information," the information provided herein reflects what was available to the Debtor and its advisors on the Petition Date and thereafter. Because the Schedules contain unaudited information, which information is subject to further review, verification, and potential adjustment, there can be no assurance that the Schedules are complete. Subsequent receipt of information or an audit may result in material changes in financial data requiring amendment of the Schedules. Accordingly, the Schedules remain subject to further review and verification by the Debtor.

The Debtor reserve its right to amend the Schedules from time-to-time as may be necessary or appropriate, including, but not limited to, the right to dispute or otherwise assert offsets or defenses to any claim reflected in the Schedules as to amount, liability, or classification, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated." Furthermore, nothing contained in the Schedules shall constitute a waiver of rights with respect to the chapter 11 case, including, but not limited to, any rights or claims of the Debtor against any third party, issues involving substantive consolidation, equitable subordination and/or causes

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<sup>2</sup> Capitalized terms in this statement have the meanings given to them in the attached Statement of Financial Affairs or Schedules.

of action arising under the provisions of chapter 11 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.

These General Notes and Disclaimers Regarding the Debtor's Schedules are incorporated by reference in, and comprise an integral part of, the Schedules and should be referred to and considered in connection with any review of the Schedules.

#### Disclaimers Regarding Information

Recharacterization The Debtor has made reasonable efforts to correctly characterize, classify, categorize, and designate the claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules. However, the Debtor reserve all of its rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules at a later time as necessary or appropriate as additional information becomes available.

Claims Description Any failure to designate a claim on the Debtor's Schedules as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtor that such claim is not "disputed," "contingent," or "unliquidated." The Debtor reserve the right to dispute, or to assert offsets or defenses to, any claim reflected on the Schedules as to amount, liability, priority, secured or unsecured status, or classification, or to otherwise designate any claim as "disputed," "contingent," or "unliquidated." Moreover, the Debtor reserves the right to amend the Schedules as necessary and appropriate, including, but not limited to, with respect to claim description and designation.

Insiders. In the circumstances where the Schedules require information regarding "insiders" (as defined in the instructions to the Schedules), the Debtor, respectively, has included information with respect to certain individuals who served as officers and directors, as the case may be, during the relevant time periods. Such individuals may no longer serve as an officer or director of the Debtor. Inclusion of information with respect to any such individual is not intended to be, nor shall it be construed as, a binding or legal characterization of such individual as an "insider," as defined under the Bankruptcy Code, federal and state securities laws or any other applicable law. Additionally, the inclusion of information with respect to any such individual is not intended to be, nor shall it be, an admission of any fact, or any claim, right or defense, and any and all such rights, claims and defenses are hereby expressly reserved for all purposes. Information regarding the individuals listed as "insiders" in the Schedules has been included for informational purposes only; such information may not be used for the purpose of determining control of the Debtor, or the extent to which any individual exercised management responsibilities or functions with respect to, or corporate decision-making authority over, the Debtor.

Schedule D - Creditors Holding Secured Claims. Although the Debtor may have scheduled claims of various creditors as secured claims, the Debtor reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The description provided in Section D is intended only to be a summary. Without limiting the foregoing, the inclusion on Schedule D of creditors that have asserted liens is not an acknowledgement of the

validity, extent, or priority of any such liens, and the Debtor reserve its right to challenge such liens and the underlying claims on any ground whatsoever.

Reference to the applicable agreements and other related relevant documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the General Notes or the Schedules shall be deemed a modification or interpretation of the terms of such agreements.

Schedule G - Executory Contracts. While every effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. The Debtor hereby reserve all of its rights to dispute the validity, status, enforceability or liability under, any contracts, agreements, or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately on Schedule G. In addition, the Debtor may have entered into various other types of agreements in the ordinary course of its business, such as subordination, nondisturbance agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents are also not set forth in Schedule G.

The Debtor reserve all rights to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's claim.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtor's rights under the Bankruptcy Code with respect to any such omitted contracts or agreement are not impaired by the omission.

General Reservation of Rights. The Debtor specifically reserves the right to amend, modify, supplement, correct, change or alter any part of the Schedules as and to the extent necessary as they deem appropriate.

**United States Bankruptcy Court  
District of Delaware**

In re   **TW Cryogenics LLC**  

Debtor

Case No.   **09-14098 (BLS)**  Chapter                   **11**                  

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>7,116,969.48</b>		
B - Personal Property	<b>Yes</b>	<b>5</b>	<b>31,540,823.88</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>2</b>		<b>149,164,270.74</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>1</b>		<b>0.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>3</b>		<b>133,629.14</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>2</b>			
H - Codebtors	<b>Yes</b>	<b>11</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>25</b>			
		Total Assets	<b>38,657,793.36</b>		
		Total Liabilities		<b>149,297,899.88</b>	

In re **TW Cryogenics LLC**

Case No. **09-14098 (BLS)**

Debtor

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
<b>Building, Land &amp; Land Improvements 4075 Hamilton Blvd Theodore, AL 36582-8575</b>		-	<b>6,685,734.95</b>	<b>0.00</b>
<b>Building, Land &amp; Land Improvements 201 Tank Rd Jesup,GA 31545-6803</b>		-	<b>431,234.53</b>	<b>0.00</b>

Sub-Total > **7,116,969.48** (Total of this page)  
 Total > **7,116,969.48**  
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re TW Cryogenics LLC

Case No. 09-14098 (BLS)

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		<b>4075 Hamilton Boulevard Theodore, AL 36582</b>	-	<b>2,000.00</b>
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	<b>X</b>			
3. Security deposits with public utilities, telephone companies, landlords, and others.	<b>X</b>			
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>			
10. Annuities. Itemize and name each issuer.	<b>X</b>			
Sub-Total >				<b>2,000.00</b>
(Total of this page)				

3 continuation sheets attached to the Schedule of Personal Property

In re TW Cryogenics LLC

Case No. 09-14098 (BLS)

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		<b>100% Common Stock - Endurium Holding LTD</b>	-	<b>Unknown</b>
		<b>100% Common Stock - TWC Australia Pty Ltd.</b>	-	<b>Unknown</b>
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.		<b>Accounts Receivable - Trade: \$1,878,173.00</b>	-	<b>3,204,128.32</b>
		<b>Accounts Receivable - Intercompany: \$1,309,916.00</b>		
		<b>Interest Receivable - Intercompany: \$19,282.44</b>		
		<b>Accounts Receivable - Claims: \$12,063.88</b>		
		<b>Allowance for Uncollectible Accounts (\$15,307.00)</b>		
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			

Sub-Total > **3,204,128.32**  
(Total of this page)

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

In re **TW Cryogenics LLC**Case No. **09-14098 (BLS)**

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		<b>Series A Preferred Earnout Right of \$40,000,000, pursuant to the Amended and Restated Limited Liability Company Agreement of Taylor-Wharton International LLC</b>	-	<b>Unknown</b>
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
23. Licenses, franchises, and other general intangibles. Give particulars.		<b>Trademarks and Patents, as appraised at 12/07/07</b>	-	<b>613,919.00</b>
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.		<b>Customer List, as appraised at 12/07/07</b>	-	<b>14,005,504.00</b>
25. Automobiles, trucks, trailers, and other vehicles and accessories.		<b>8 1/2 ft x 38 Cargo Trailer Location: Theodore, AL</b>	-	<b>4,131.67</b>
		<b>Cargo Trailer Accessories Location: Theodore, AL</b>	-	<b>3,700.00</b>
		<b>Cargo Trailer Accessories Location: Theodore, AL</b>	-	<b>499.50</b>
		<b>8' x 38' Trailer Model ETG85X38W Location: Theodore, AL</b>	-	<b>4,501.67</b>
		<b>2004 Ford F350 Truck - TWRS 2 Location: Theodore, AL</b>	-	<b>8,666.67</b>
		<b>GDP230DA Forklift Location: Theodore, AL</b>	-	<b>6,228.34</b>
		<b>2006 Chevrolet 1500 Express Van Location: Theodore, AL</b>	-	<b>6,897.22</b>
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>Computer Hardware - Theodore, AL</b>	-	<b>47,095.14</b>

Sub-Total > **14,701,143.21**  
(Total of this page)

Sheet 2 of 3 continuation sheets attached  
to the Schedule of Personal Property

In re **TW Cryogenics LLC**

Case No. **09-14098 (BLS)**

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		<b>Computer Software - Theodore, AL</b>	-	<b>15,300.01</b>
		<b>Furniture &amp; Fixtures - Theodore, AL</b>	-	<b>36,440.67</b>
		<b>Furniture &amp; Fixtures - Jesup, GA</b>	-	<b>776.83</b>
29. Machinery, fixtures, equipment, and supplies used in business.		<b>Machinery &amp; Equipment - Jesup, GA</b>	-	<b>610,940.03</b>
		<b>Machinery &amp; Equipment - Theodore, AL</b>	-	<b>2,248,549.68</b>
		<b>Tools, Patterns &amp; Dies - Theodore, AL</b>	-	<b>88,860.97</b>
30. Inventory.		<b>See Attachment B30</b>	-	<b>10,630,794.96</b>
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.		<b>Insurance Stop-Loss Receivable</b>	-	<b>1,889.20</b>

Sub-Total > **13,633,552.35**  
(Total of this page)  
Total > **31,540,823.88**

(Report also on Summary of Schedules)

Sheet **3** of **3** continuation sheets attached to the Schedule of Personal Property

**TW Cryogenics LLC  
SCHEDULES OF ASSETS AND LIABILITIES  
ATTACHMENT B30**

**(B30) Inventory**

DESCRIPTION AND LOCATION OF PROPERTY		DEBTOR'S INTEREST IN PROPERTY
Inventory Description	Location	
Finished Goods	Jesup, GA	\$374,044.42
Finished Goods	Theodore, AL	\$2,057,810.07
Work In Progress	Theodore, AL	\$2,014,821.22
Raw Materials	Jesup, GA	\$634,462.90
Raw Materials	Theodore, AL	\$7,713,877.88
Inventory Reserves	Jesup, GA	(\$177,552.51)
Inventory Reserves	Theodore, AL	(\$1,986,669.02)
		<u>\$10,630,794.96</u>

In re TW Cryogenics LLC

Case No. 09-14098 (BLS)

Debtor

### SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No.									
AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199	X -	12/7/2007 Mezzanine Debt Substantially all personal and real property						1,168.95	Unknown
		Value \$ Unknown							
Account No.									
Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199	X -	12/7/2007 Mezzanine Debt Substantially all personal and real property						26,885.89	Unknown
		Value \$ Unknown							
Account No.									
Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199	X -	12/7/2007 Mezzanine Debt Substantially all personal and real property						34,688,642.24	Unknown
		Value \$ Unknown							
Account No.									
Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199	X -	12/7/2007 Mezzanine Debt Substantially all personal and real property						351,854.47	Unknown
		Value \$ Unknown							
Subtotal									
(Total of this page)								<b>35,068,551.55</b>	<b>0.00</b>

1 continuation sheets attached

In re TW Cryogenics LLC

Case No. 09-14098 (BLS)

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY	
		H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No.	X -								
<b>Carlyle Mezzanine Partners L.P.</b> 520 Madison Ave 41st Floor New York, NY 10022									12/7/2007 <b>Mezzanine Debt</b> <b>Substantially all personal and real property</b>
Value \$									<b>Unknown</b>
Account No.	X -								
<b>General Electric Capital Corporation</b> Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661									12/7/2007 <b>Accrued Bank Fees</b> <b>Substantially all personal and real property</b>
Value \$									<b>Unknown</b>
Account No.	X -								
<b>General Electric Capital Corporation</b> Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661									12/7/2007 <b>Revolver Loan</b> <b>Substantially all personal and real property</b>
Value \$									<b>Unknown</b>
Account No.	X -								
<b>General Electric Capital Corporation</b> Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661									12/7/2007 <b>Term Loan</b> <b>Substantially all personal and real property</b>
Value \$									<b>Unknown</b>
Account No.	X -								
<b>Partners Group 56 L.P.</b> PO Box 557 Tudor House, Le Bordage St. Peter Port Guernsey, GY1 1BT									12/7/2007 <b>Mezzanine Debt</b> <b>Substantially all personal and real property</b>
Value \$									<b>Unknown</b>
Subtotal (Total of this page)							<b>114,095,719.19</b>	<b>0.00</b>	
Total (Report on Summary of Schedules)							<b>149,164,270.74</b>	<b>0.00</b>	

Sheet 1 of 1 continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

In re TW Cryogenics LLCCase No. 09-14098 (BLS)Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

 **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 **Deposits by individuals**

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

In re  TW Cryogenics LLC   
 Debtor

Case No.  09-14098 (BLS)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>BK PLASTICS INDUSTRY INC</b> <b>13414 BYRD DR</b> <b>ODESSA, FL 33556</b>		-				<b>14,066.10</b>
Account No.  <b>BS&amp;B INVENTORY MANAGEMENT SYSTEMS INC</b> <b>PO BOX 20</b> <b>565 CROOKED OAK DRIVE</b> <b>LENOIR CITY, TN 37771</b>		-				<b>5,356.00</b>
Account No.  <b>D P SCREEN PRINTING INC.</b> <b>137 SILVERWOOD ST</b> <b>MOBILE, AL 36607</b>		-				<b>154.05</b>
Account No.  <b>GULF COAST MARINE SUPPLY INC</b> <b>PO BOX 2088</b> <b>MOBILE, AL 36652</b>		-				<b>11,985.57</b>
Subtotal (Total of this page)						<b>31,561.72</b>

2  continuation sheets attached

In re TW Cryogenics LLC

Case No. 09-14098 (BLS)

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>GULF PACKAGING INC</b> <b>14840 INDUSTRIAL DR.</b> <b>P.O. BOX 999</b> <b>BAY MINETTE, AL 36507</b>		Trade Vendor  -				<b>12,177.82</b>
Account No.  <b>JUBILEE LANDSCAPE MANAGEMENT INC.</b> <b>PO BOX 171</b> <b>DAPHNE, AL 36526</b>		Trade Vendor  -				<b>735.00</b>
Account No.  <b>MET-L-CHEK CO</b> <b>1639 EUCLID ST</b> <b>SANTA MONICA, CA 90404</b>		Trade Vendor  -				<b>0.08</b>
Account No.  <b>OLDS FILTRATION ENGINEERING</b> <b>P O DRAWER 970</b> <b>DAPHNE, AL 36526</b>		Trade Vendor  -				<b>2,685.00</b>
Account No.  <b>OLIVER H VAN HORN COMPANY</b> <b>51 MIDTOWN PARK E</b> <b>P. O. BOX 16727</b> <b>MOBILE, AL 36606</b>		Trade Vendor  -				<b>1,069.96</b>
Sheet no. <u>1</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>16,667.86</b>

In re TW Cryogenics LLC

Case No. 09-14098 (BLS)

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No.  <b>PACER DIGITAL SYSTEMS INC.</b> <b>8658 CASTLE PARK DR</b> <b>INDIANAPOLIS, IN 46256</b>			<b>Trade Vendor</b>				<b>25,087.13</b>	
Account No.  <b>SOUTHERN FASTENER CORPORATION</b> <b>PO BOX 1387</b> <b>MOBILE, AL 36633</b>			<b>Trade Vendor</b>				<b>582.00</b>	
Account No.  <b>TW METALS</b> <b>175 TUBEWAY DR</b> <b>P O BOX 747</b> <b>FOREST PARK, GA 30297</b>			<b>Trade Vendor</b>				<b>10,982.52</b>	
Account No.  <b>VOLLRATH CO. INC.</b> <b>1236 N 18TH ST</b> <b>SHEBOYGAN, WI 53081</b>			<b>Trade Vendor</b>				<b>48,517.31</b>	
Account No.  <b>ZEP MANUFACTURING CO</b> <b>P O BOX 7462</b> <b>MOBILE, AL 36607</b>			<b>Trade Vendor</b>				<b>230.60</b>	
Sheet no. <u>2</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>85,399.56</b>
							Total (Report on Summary of Schedules)	<b>133,629.14</b>

In re **TW Cryogenics LLC**Case No. **09-14098 (BLS)**

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>AFF Co-Invest, L.P. c/o Audax Management Company LLC Attn: U Peter C Gummeson 280 Park Avenue, 20th Floor New York, NY 10017</b>	<b>Intercreditor Agreement</b>
<b>Air Liquide China Holding Co., LTD Attn: Procurement Dept. Building 18, No. 1515, GuMei Road Shanghai 200233, P.R. China</b>	<b>Supply Agreement</b>
<b>Audax Co-Invest, L.P. c/o Audax Management Company LLC Attn: U Peter C Gummeson 280 Park Avenue, 20th Floor New York, NY 10017</b>	<b>Intercreditor Agreement</b>
<b>Audax Mezzanine Fund II, L.P. c/o Audax Management Company LLC Attn: U Peter C Gummeson 280 Park Avenue, 20th Floor New York, NY 10017</b>	<b>Intercreditor Agreement</b>
<b>Audax Trust Co-Invest, L.P. c/o Audax Management Company LLC Attn: U Peter C Gummeson 280 Park Avenue, 20th Floor New York, NY 10017</b>	<b>Intercreditor Agreement</b>
<b>Carlyle Mezzanine Partners, L.P. c/o The Carlyle Group Attn: Lee R Landrum 11100 Santa Monica Blvd, Suite 400 Los Angeles, CA 90025</b>	<b>Intercreditor Agreement</b>
<b>Edward Garcia 45 Deer Path Dr Flanders, NJ 07836</b>	<b>Consulting Agreement</b>
<b>General Electric Capital Corporation As Agent to the Lenders Attn: Account Manager Corporate Finance 503 West Monroe Street Chicago, IL 60661</b>	<b>Intercreditor Agreement</b>

In re **TW Cryogenics LLC**

Case No. **09-14098 (BLS)**

Debtor

## **SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>General Electric Capital Corporation, as 500 West Monroe Chicago, IL 60661</b>	<b>Credit Agreement</b>
<b>Hoyt H. Fitzsimmons 30482 Middlecreek Drive Daphne, AL 36527</b>	<b>Consulting Agreement</b>
<b>Partners Group Access 55, L.P. c/o Partners Group (Guernsey) Ltd Attn: Dennis O'Malley, Third Floor Tudor House, Le Bodge, St Peter Port Guernsey GY1 1BT</b>	<b>Intercreditor Agreement</b>
<b>Skaff Cryogenics, Inc. 48 Pine Road Brentwood, NH 03833</b>	<b>Service Agreement</b>
<b>Skaff Cryogenics, Inc. 48 Pine Road Brentwood, NH 03833</b>	<b>Supply Agreement</b>
<b>Structural Composites Industries LLC</b>	<b>Intercreditor Agreement</b>

Sheet 1 of 1 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re **TW Cryogenics LLC**Case No. **09-14098 (BLS)**

Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

 Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022</b>
<b>Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Partners Group 56 L.P. PO Box 557 Tudor House, Le Bordage St. Peter Port Guernsey, GY1 1BT</b>

Debtor

**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>American Welding &amp; Tank, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>American Welding &amp; Tank, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>American Welding &amp; Tank, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>American Welding &amp; Tank, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>American Welding &amp; Tank, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022</b>
<b>American Welding &amp; Tank, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>American Welding &amp; Tank, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>American Welding &amp; Tank, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>American Welding &amp; Tank, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Partners Group 56 L.P. PO Box 557 Tudor House, Le Bordage St. Peter Port Guernsey, GY1 1BT</b>
<b>Beta Two Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>

Debtor

**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Beta Two Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Beta Two Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Beta Two Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Beta Two Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022</b>
<b>Beta Two Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Beta Two Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Beta Two Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Beta Two Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Partners Group 56 L.P. PO Box 557 Tudor House, Le Bordage St. Peter Port Guernsey, GY1 1BT</b>
<b>Delta Four Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Delta Four Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>

In re **TW Cryogenics LLC**

Case No. **09-14098 (BLS)**

Debtor

## **SCHEDULE H - CODEBTORS**

(Continuation Sheet)

<b>NAME AND ADDRESS OF CODEBTOR</b>	<b>NAME AND ADDRESS OF CREDITOR</b>
<b>Delta Four Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Delta Four Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Delta Four Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022</b>
<b>Delta Four Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Delta Four Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
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<b>Delta Four Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Partners Group 56 L.P. PO Box 557 Tudor House, Le Bordage St. Peter Port Guernsey, GY1 1BT</b>
<b>Epsilon Five Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Epsilon Five Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Epsilon Five Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>

Debtor

**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Epsilon Five Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Epsilon Five Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022</b>
<b>Epsilon Five Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Epsilon Five Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
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<b>Epsilon Five Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Partners Group 56 L.P. PO Box 557 Tudor House, Le Bordage St. Peter Port Guernsey, GY1 1BT</b>
<b>Gamma Three Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Gamma Three Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Gamma Three Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Gamma Three Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>

Debtor

**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Gamma Three Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022
Gamma Three Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661
Gamma Three Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661
Gamma Three Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661
Gamma Three Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	Partners Group 56 L.P. PO Box 557 Tudor House, Le Bordage St. Peter Port Guernsey, GY1 1BT
Sherwood Valve, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199
Sherwood Valve, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199
Sherwood Valve, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199
Sherwood Valve, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199
Sherwood Valve, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022

Debtor

**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Sherwood Valve, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Sherwood Valve, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Sherwood Valve, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Sherwood Valve, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Partners Group 56 L.P. PO Box 557 Tudor House, Le Bordage St. Peter Port Guernsey, GY1 1BT</b>
<b>Taylor-Wharton Intermediate Holdings LLC 4718 Old Gettysburg Rd Mechanicsburg, PA 17055</b>	<b>AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Taylor-Wharton Intermediate Holdings LLC 4718 Old Gettysburg Rd Mechanicsburg, PA 17055</b>	<b>Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Taylor-Wharton Intermediate Holdings LLC 4718 Old Gettysburg Rd Mechanicsburg, PA 17055</b>	<b>Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Taylor-Wharton Intermediate Holdings LLC 4718 Old Gettysburg Rd Mechanicsburg, PA 17055</b>	<b>Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Taylor-Wharton Intermediate Holdings LLC 4718 Old Gettysburg Rd Mechanicsburg, PA 17055</b>	<b>Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022</b>

Debtor

**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Taylor-Wharton Intermediate Holdings LLC 4718 Old Gettysburg Rd Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Taylor-Wharton Intermediate Holdings LLC 4718 Old Gettysburg Rd Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Taylor-Wharton Intermediate Holdings LLC 4718 Old Gettysburg Rd Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Taylor-Wharton Intermediate Holdings LLC 4718 Old Gettysburg Rd Mechanicsburg, PA 17055</b>	<b>Partners Group 56 L.P. PO Box 557 Tudor House, Le Bordage St. Peter Port Guernsey, GY1 1BT</b>
<b>Taylor-Wharton International LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Taylor-Wharton International LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Taylor-Wharton International LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Taylor-Wharton International LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>Taylor-Wharton International LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022</b>

Debtor

**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

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<b>Taylor-Wharton International LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Taylor-Wharton International LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>Taylor-Wharton International LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Partners Group 56 L.P. PO Box 557 Tudor House, Le Bordage St. Peter Port Guernsey, GY1 1BT</b>
<b>TW Cylinders, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>TW Cylinders, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>TW Cylinders, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>TW Cylinders, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>TW Cylinders, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022</b>

Debtor

**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>TW Cylinders, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>TW Cylinders, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>TW Cylinders, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>TW Cylinders, LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Partners Group 56 L.P. PO Box 557 Tudor House, Le Bordage St. Peter Port Guernsey, GY1 1BT</b>
<b>TW Express LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>TW Express LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>TW Express LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>TW Express LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>
<b>TW Express LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022</b>

In re **TW Cryogenics LLC**

Case No. **09-14098 (BLS)**

Debtor

## **SCHEDULE H - CODEBTORS**

(Continuation Sheet)

<b>NAME AND ADDRESS OF CODEBTOR</b>	<b>NAME AND ADDRESS OF CREDITOR</b>
<b>TW Express LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>TW Express LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>TW Express LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>General Electric Capital Corporation Attn: Jeff Bottcher 500 West Monroe 17th Floor Chicago, IL 60661</b>
<b>TW Express LLC 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055</b>	<b>Partners Group 56 L.P. PO Box 557 Tudor House, Le Bordage St. Peter Port Guernsey, GY1 1BT</b>

United States Bankruptcy Court  
District of Delaware

In re TW Cryogenics LLC  
Debtor(s)

Case No. 09-14098 (BLS)  
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of \_\_\_\_ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date \_\_\_\_\_

Signature: \_\_\_\_\_  
Debtor

Date \_\_\_\_\_

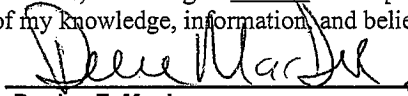
Signature: \_\_\_\_\_  
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Treasurer [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the corporation [corporation or partnership] named as a debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 26 sheets [total shown on summary page plus 1], and that they are true and correct to the best of my knowledge, information, and belief.

Date January 5, 2010

Signature:   
Denise Z. MacIvor

[Print or type name of individual signing on behalf of debtor]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.