

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

In re:

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

Debtors.

Chapter 11

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

**NOTICE OF AGENDA OF MATTERS SCHEDULED  
FOR HEARING ON JANUARY 6, 2010 AT 9:30 A.M. (EASTERN)**

**RESOLVED MATTERS:**

1. Motion of Debtors Pursuant To 11 U.S.C. §§ 105(a) and 366 for Interim and Final Order Finding Utilities Adequately Assured of Payment and Establishing Further Procedures (Filed on November 19, 2009; Docket No. 10)

Related Documents:

- a. Interim Order Pursuant To 11 U.S.C. §§ 105(a) and 366 for Interim and Final Order Finding Utilities Adequately Assured of Payment and Establishing Further Procedures (Filed on November 20, 2009; Docket No. 40)

Responses Received:

- b. Objection of Alabama Power Company to the Motion of Debtors Pursuant To 11 U.S.C. §§ 105(a) and 366 for Interim and Final Order Finding Utilities Adequately Assured of Payment and Establishing Further Procedures (Filed on December 23, 2009; Docket No. 107)

Response Deadline: December 30, 2009 at 4:00 p.m. (Eastern)

Status: The Debtors and Alabama Power Company have resolved issues related to the Alabama Power Company objection. Alabama Power Company has stated through counsel that they will withdraw their objection.

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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) with a principal place of business at 4817 Old Gettysburg Road, Mechanicsburg, Pennsylvania 17055.

2. Application of the Debtors and Debtors in Possession for an Order Pursuant to 11 U.S.C. §§ 327(a), 328, and 329, Fed.R.Bankr.P. 2014 and 2016 and Del.Bankr.L.R. 2014-1 and 2016-1 Authorizing the Employment and Retention of Reed Smith LLP as Their Bankruptcy Counsel *Nunc Pro Tunc* to the Petition Date (Filed on November 20, 2009; Docket No. 48)

Related Documents: None.

Responses Received:

- a. Informal response of the United States Trustee.

Response Deadline: December 30, 2009 at 4:00 p.m. (Eastern)

Status: The Debtors have resolved issues related to the informal response of the United States Trustee and will submit a revised proposed form of order at the hearing.

3. Debtors' Motion for an Order Pursuant to Sections 105(a), 327, and 328 of the Bankruptcy Code and Bankruptcy Rule 2014 Authorizing the Debtors to Employ and Compensate Professionals Utilized by the Debtors in the Ordinary Course of Business *Nunc Pro Tunc* to the Petition Date (Filed on November 20, 2009; Docket No. 52)

Related Documents: None.

Responses Received:

- a. Informal response of the United States Trustee.

Response Deadline: December 30, 2009 at 4:00 p.m. (Eastern)

Status: The Debtors have resolved issues related to the informal response of the United States Trustee and will submit a revised proposed form of order at the hearing.

4. Debtors' Application for an Order Authorizing the Employment and Retention of The Boathouse Group, LLC as Bankruptcy Consultant to the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date Pursuant to 11 U.S.C. §§ 327(a), 328(a) and Fed.R.Bankr.P. 2014 (Filed on November 20, 2009; Docket No. 51)

Related Documents: None.

Responses Received:

- a. Informal response of the United States Trustee.

Response Deadline: December 30, 2009 at 4:00 p.m. (Eastern)

Status: The Debtors have resolved issues related to the informal response of the United States Trustee and will submit a revised proposed form of order at the hearing.

5. Motion of Debtors and Debtors in Possession for an Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof (Filed on December 4, 2009; Docket No. 82)

Related Documents:

- a. Exhibit B to Motion of Debtors and Debtors in Possession for an Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof (Filed on December 30, 2009; Docket No. 113)

Responses Received:

- b. Informal response of ACE American Insurance Companies.

Response Deadline: December 30, 2009 at 4:00 p.m. (Eastern)

Status: The Debtors have resolved issues related to the informal response of ACE American Insurance Companies. In response thereto, the Debtors will file a revised proposed form of Bar Dates Notice and will submit a revised proposed form of order at the hearing.

**CONTESTED MATTERS GOING FORWARD**

6. Motion of Debtors and Debtors in Possession for an Order: (i) Approving Their Disclosure Statement; (ii) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Their Joint Plan or Reorganization, including: (a) Approving the Form and Manner of Distribution of Solicitation Packages, (b) Approving the Form and Manner of Notice of the Confirmation Hearing, (c) Establishing a Record Date and Approving Procedures for Distribution of Solicitation Packages, (d) Approving Forms of Ballots, (e) Establishing the Deadline for Receipt of Ballots, and (f) Approving the Procedure for Vote Tabulations; (iii) Establishing the Deadline and Procedures for Filing Objections to: (a) Confirmation of the Plan and (b) proposed Cure Amounts Related to Contracts and Leases Assumed Under the Plan; and (iv) Granting Related Relief (Filed on December 4, 2009; Docket No. 79)

Related Documents:

- a. Joint Chapter 11 Plan of Reorganization Dated as of December 4, 2009 (Filed on December 4, 2009; Docket No. 77)
- b. Disclosure Statement in Support of Joint Plan of Reorganization of Taylor-Wharton International LLC and its Affiliated Debtors Under Chapter 11 of the United States Bankruptcy Code (Filed on December 4, 2009; Docket No. 78)
- c. Notice of Hearing to Consider Approval of the Disclosure Statement in Support of Joint Plan of Reorganization of Taylor-Wharton International LLC and its Affiliated Debtors Under Chapter 11 of the United States Bankruptcy Code [D.I. 116] (Filed on December 4, 2009; Docket No. 80)
- d. Notice of Motion (Filed on December 4, 2009; Docket No. 81)

Responses Received:

- e. Objection of Harsco Corporation to Disclosure Statement in Support of Joint Plan of Reorganization of Taylor-Wharton International LLC and its Affiliated Debtors Under Chapter 11 of the United States Bankruptcy Code (Filed on December 30, 2009; Docket No. 116)
- f. Informal response of ACE American Insurance Companies.

Response Deadline: December 30, 2009 at 4:00 p.m. (Eastern)

Status: In response to the informal response of ACE American Insurance Companies, the Debtors have made slight revisions to the disclosure statement and proposed plan. The Debtors also expect to make other slight revisions to the disclosure statement. The Debtors will file the revised disclosure statement in advance of the hearing together with a blackline showing such revisions. This matter is going forward with regard to the Harsco objection.

- 7. Motion of Debtors for Entry of Orders (I) Authorizing Debtors (a) to Obtain Postpetition Secured Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) and (IV) Granting Related Relief (Filed on November 19, 2009; Docket No. 15)

Related Documents:

- a. Notice of Filing of Restructuring Lock-up Agreement<sup>2</sup> (Filed on November 19, 2009; Docket No. 24)
- b. Interim Order (I) Authorizing Debtors (a) to Obtain Postpetition Secured Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) and (IV) Granting Related Relief (Filed on November 20, 2009; Docket No. 46)

Responses Received:

- c. In Footnote #4 on page 9 of the Objection of Harsco Corporation (“Harsco”) to Disclosure Statement in Support of Joint Plan of Reorganization of Taylor-Wharton International LLC and its Affiliated Debtors under Chapter 11 of the United States Bankruptcy Code, Harsco states an objection to this item as follows:

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<sup>2</sup> The Lock-Up Agreement and exhibits thereto are voluminous and have been submitted for the Court’s convenience in separate binders.

Pursuant to the Interim DIP Order, the Prepetition First Lien Indebtedness was rolled up into the DIP Facilities. Harsco objects to the proposal by the Debtors to roll up the Prepetition First Lien Indebtedness on a final basis, which would result in such prepetition debt being secured by the bankruptcy avoidance actions, to the detriment of the Debtors' unsecured creditors.

Response Deadline: December 30, 2009 at 4:00 p.m. (Eastern)

Status: To the extent that the above statement of Harsco Corporation constitutes an objection and is recognized by the Court, this matter is going forward as to this objection.

**MATTERS GOING FORWARD:**

8. Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a) and 345(b), Fed. R. Bankr. P. 2015 and Del. Bankr. L.R. 2015-2 for an Order (I) Authorizing and Approving Continued Use of Cash Management System, (II) Authorizing Use of Pre-Petition Bank Accounts and Business Forms, (III) Authorizing Intercompany Transactions, and (IV) Waiving the Requirements of 11 U.S.C. § 345(b) on an Interim Basis (Filed on November 19, 2009; Docket No. 14)

Related Documents:

- a. Order Pursuant to 11 U.S.C. §§ 105(a) and 345(b), Fed. R. Bankr. P. 2015 and Del. Bankr. L.R. 2015-2 for an Order (I) Authorizing and Approving Continued Use of Cash Management System, (II) Authorizing Use of Pre-Petition Bank Accounts and Business Forms, (III) Authorizing Intercompany Transactions, and (IV) Waiving the Requirements of 11 U.S.C. § 345(b) on an Interim Basis (Filed on November 20, 2009; Docket No. 36)

Responses Received: None.

Response Deadline: December 30, 2009 at 4:00 p.m. (Eastern)

Status: This matter is going forward.

9. Debtors' Application to Employ and Retain Sitrick and Company Inc. as Corporate Communications Consultant to the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date Pursuant to 11 U.S.C. §§ 327(a), 328(a) and Fed.R.Bankr.P. 2014 (Filed on November 20, 2009; Docket No. 49)

Related Documents: None.

Responses Received: None.

Response Deadline: December 30, 2009 at 4:00 p.m. (Eastern)

Status: This matter is going forward.

Dated: January 4, 2010  
Wilmington, Delaware

Respectfully submitted,

REED SMITH LLP

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Proposed Counsel for Taylor-Wharton  
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Debtors-in-Possession