

**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)

**BETA TWO INC.'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**

**Beta Two Inc.**

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**GENERAL NOTES AND DISCLAIMERS REGARDING  
BETA TWO INC.'S SCHEDULES**

On or about November 18, 2009 (the "Petition Date"<sup>2</sup>), Beta Two Inc. (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 Beta Two Inc.  
Debtor

Case No. 09-14092 (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	Yes	1	0.00		
B - Personal Property	Yes	3	0.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		149,164,270.74	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		0.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	11			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		20			
Total Assets			0.00		
Total Liabilities				149,164,270.74	

In re **Beta Two Inc.**

Case No. **09-14092 (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
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None

Sub-Total > **0.00** (Total of this page)  
 Total > **0.00**  
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Beta Two Inc.

Case No. 09-14092 (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	X			
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.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **0.00**  
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re Beta Two Inc.

Case No. 09-14092 (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>Membership Interest - Taylor-Wharton Intermediate Holdings LLC</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>X</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>			
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>X</b>			

Sub-Total > **0.00**  
(Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

In re Beta Two Inc.

Case No. 09-14092 (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
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</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>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.	<b>X</b>			
29. Machinery, fixtures, equipment, and supplies used in business.	<b>X</b>			
30. Inventory.	<b>X</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>X</b>			

Sub-Total >	<b>0.00</b>
(Total of this page)	
Total >	<b>0.00</b>

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

(Report also on Summary of Schedules)

In re Beta Two Inc.  
Debtor

Case No. 09-14092 (BLS)

**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.									
<b>AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>	<b>X</b>	<b>-</b>			<b>X</b>	<b>X</b>			
			<b>12/7/2007</b>	<b>Mezzanine Debt Guaranty</b>					
				<b>Substantially all personal and real property</b>					
			Value \$	<b>Unknown</b>			<b>1,168.95</b>	<b>Unknown</b>	
Account No.									
<b>Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>	<b>X</b>	<b>-</b>			<b>X</b>	<b>X</b>			
			<b>12/7/2007</b>	<b>Mezzanine Debt Guaranty</b>					
				<b>Substantially all personal and real property</b>					
			Value \$	<b>Unknown</b>			<b>26,885.89</b>	<b>Unknown</b>	
Account No.									
<b>Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>	<b>X</b>	<b>-</b>			<b>X</b>	<b>X</b>			
			<b>12/7/2007</b>	<b>Mezzanine Debt Guaranty</b>					
				<b>Substantially all personal and real property</b>					
			Value \$	<b>Unknown</b>			<b>34,688,642.24</b>	<b>Unknown</b>	
Account No.									
<b>Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199</b>	<b>X</b>	<b>-</b>			<b>X</b>	<b>X</b>			
			<b>12/7/2007</b>	<b>Mezzanine Debt Guaranty</b>					
				<b>Substantially all personal and real property</b>					
			Value \$	<b>Unknown</b>			<b>351,854.47</b>	<b>Unknown</b>	
Subtotal								<b>35,068,551.55</b>	<b>0.00</b>
(Total of this page)									

1 continuation sheets attached

In re Beta Two Inc.  
Debtor

Case No. 09-14092 (BLS)

**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 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.	X -									
<b>Carlyle Mezzanine Partners L.P.</b> 520 Madison Ave 41st Floor New York, NY 10022								12/7/2007 <b>Mezzanine Debt Guaranty</b> <b>Substantially all personal and real property</b>	X	X
Value \$								Unknown		
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 Guaranty</b> <b>Substantially all personal and real property</b>	X	X
Value \$								Unknown		
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 Guaranty</b> <b>Substantially all personal and real property</b>	X	X
Value \$								Unknown		
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 Guaranty</b> <b>Substantially all personal and real property</b>	X	X
Value \$								Unknown		
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 Guaranty</b> <b>Substantially all personal and real property</b>	X	X
Value \$								Unknown		
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 **Beta Two Inc.**Case No. **09-14092 (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 Beta Two Inc.  
Debtor

Case No. 09-14092 (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.						
Account No.						
Account No.						
Account No.						

0 continuation sheets attached

Subtotal (Total of this page)	
Total (Report on Summary of Schedules)	<b>0.00</b>

In re **Beta Two Inc.**

Case No. **09-14092 (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.
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In re Beta Two Inc.Case No. 09-14092 (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
Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	AFF Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199
Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	Audax Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199
Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	Audax Mezzanine Fund II L.P. 101 Huntington Ave 24th Floor Boston, MA 02199
Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	Audax Trust Co-Invest L.P. 101 Huntington Ave 24th Floor Boston, MA 02199
Alpha One Inc. 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022
Alpha One 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
Alpha One 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
Alpha One 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
Alpha One 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

In re **Beta Two Inc.**

Case No. **09-14092 (BLS)**

Debtor

## **SCHEDULE H - CODEBTORS**

(Continuation Sheet)

<b>NAME AND ADDRESS OF CODEBTOR</b>	<b>NAME AND ADDRESS OF CREDITOR</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>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 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>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>

Debtor

**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<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>
<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>
<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>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>

In re **Beta Two Inc.**

Case No. **09-14092 (BLS)**

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 Mezzanine Fund II 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 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>
<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>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>

In re **Beta Two Inc.**

Case No. **09-14092 (BLS)**

Debtor

## **SCHEDULE H - CODEBTORS**

(Continuation Sheet)

<b>NAME AND ADDRESS OF CODEBTOR</b>	<b>NAME AND ADDRESS OF CREDITOR</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>
<b>Gamma Three 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>Gamma Three 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>Gamma Three 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>Gamma Three 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>Sherwood Valve, 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>Sherwood Valve, 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>Sherwood Valve, 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>Sherwood Valve, 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>

Sheet **4** of **10** continuation sheets attached to the Schedule of Codebtors

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>Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022</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>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 17050</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 17050</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 17050</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 17050</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 17050</b>	<b>Carlyle Mezzanine Partners L.P. 520 Madison Ave 41st Floor New York, NY 10022</b>

In re **Beta Two Inc.**

Case No. **09-14092 (BLS)**

Debtor

## **SCHEDULE H - CODEBTORS**

(Continuation Sheet)

<b>NAME AND ADDRESS OF CODEBTOR</b>	<b>NAME AND ADDRESS OF CREDITOR</b>
<b>Taylor-Wharton Intermediate Holdings LLC 4718 Old Gettysburg Rd Mechanicsburg, PA 17050</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 17050</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 17050</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 17050</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>

In re **Beta Two Inc.**

Case No. **09-14092 (BLS)**

Debtor

## **SCHEDULE H - CODEBTORS**

(Continuation Sheet)

<b>NAME AND ADDRESS OF CODEBTOR</b>	<b>NAME AND ADDRESS OF CREDITOR</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>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 Cryogenics, 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 Cryogenics, 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 Cryogenics, 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 Cryogenics, 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 Cryogenics, 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 **Beta Two Inc.**

Case No. **09-14092 (BLS)**

Debtor

## **SCHEDULE H - CODEBTORS**

(Continuation Sheet)

<b>NAME AND ADDRESS OF CODEBTOR</b>	<b>NAME AND ADDRESS OF CREDITOR</b>
<b>TW Cryogenics, 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 Cryogenics, 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 Cryogenics, 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 Cryogenics, 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>

In re **Beta Two Inc.**

Case No. **09-14092 (BLS)**

Debtor

## **SCHEDULE H - CODEBTORS**

(Continuation Sheet)

<b>NAME AND ADDRESS OF CODEBTOR</b>	<b>NAME AND ADDRESS OF CREDITOR</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>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 **Beta Two Inc.**

Case No. **09-14092 (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 Beta Two Inc.  
Debtor(s)

Case No. 09-14092 (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 \_\_\_\_\_

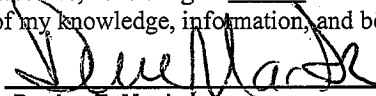
Signature: \_\_\_\_\_  
(Joint Debtor, if any)

[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 21 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.

**United States Bankruptcy Court  
District of Delaware**

In re Beta Two Inc.  
Debtor(s)

Case No. 09-14092 (BLS)  
Chapter 11

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, 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; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**1. Income from employment or operation of business**

None  State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

**2. Income other than from employment or operation of business**

None  State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

### 3. Payments to creditors

None  Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None  b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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None  c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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### 4. Suits and administrative proceedings, executions, garnishments and attachments

None  a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
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None  b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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### 5. Repossessions, foreclosures and returns

None  List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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## 6. Assignments and receiverships

- None  a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None  b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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## 7. Gifts

- None  List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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## 8. Losses

- None  List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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## 9. Payments related to debt counseling or bankruptcy

- None  List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**See Attachment 9**

## 10. Other transfers

- None  a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None  b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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### 11. Closed financial accounts

- None  List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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### 12. Safe deposit boxes

- None  List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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### 13. Setoffs

- None  List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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### 14. Property held for another person

- None  List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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### 15. Prior address of debtor

- None  If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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### 16. Spouses and Former Spouses

- None  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 **eight years** 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.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None  a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None  b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None  c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**18 . Nature, location and name of business**

- None  a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Taylor-Wharton Intermediate Holdings LLC	26-1496890	4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	Holding Company	12/07 to Present

None  b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

#### 19. Books, records and financial statements

None  a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
<b>Leonard York</b> 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	<b>11/09 to Present</b>
<b>Ken Totten</b> 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	<b>06/08 to Present</b>
<b>Joe Folger</b> 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	<b>01/08 to 10/09</b>
<b>Doug Shuff</b> 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	<b>12/07 to 05/08</b>

None  b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
<b>KPMG LLP</b>	<b>1601 Market Street</b> <b>Philadelphia, PA 19103</b>	<b>Opening Balance Sheet 12/07/07 (Audit Procedures Only)</b> <b>Year Ending 12/31/07 (Audit Procedures Only)</b> <b>Year Ending 12/31/09 (Audit Procedures Only)</b>

None  c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
<b>Leonard York</b>	<b>4718 Old Gettysburg Rd, Suite 300</b> <b>Mechanicsburg, PA 17055</b>
<b>Ken Totten</b>	<b>4718 Old Gettysburg Rd, Suite 300</b> <b>Mechanicsburg, PA 17055</b>

None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS DATE ISSUED

**20. Inventories**

- None  a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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- None  b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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**21 . Current Partners, Officers, Directors and Shareholders**

- None  a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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- None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>Leonard York</b> 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	<b>Vice President and Secretary</b>	
<b>Michelle Minick</b> 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	<b>Assistant Secretary</b>	
<b>Nathan Brown</b> 676 N. Michigan Ave, Suite 3700 Chicago, IL 60611	<b>Board Member and Vice President</b>	
<b>Richard Kracum</b> 676 N. Michigan Ave, Suite 3700 Chicago, IL 60611	<b>Board Member</b>	
<b>TWI-Holding LLC</b> 4718 Old Gettysburg Rd Mechanicsburg, PA 17055	<b>Shareholder</b>	<b>100% of Common Stock</b>
<b>William Corbin</b> 4718 Old Gettysburg Rd, Suite 300 Mechanicsburg, PA 17055	<b>Board Member and CEO</b>	

**22 . Former partners, officers, directors and shareholders**

- None  a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None  b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
<b>Joe Folger</b> 5235 Andrea Drive Wescosville, PA 18106	<b>Vice President and Secretary</b>	<b>10/09</b>

NAME AND ADDRESS  
**Robert Gadomski**  
**2332 Spring Valley Road**  
**Bethlehem, PA 18015**

TITLE  
**Board Member and CEO**

DATE OF TERMINATION  
**07/09**

**23 . Withdrawals from a partnership or distributions by a corporation**

None  If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS  
 OF RECIPIENT,  
 RELATIONSHIP TO DEBTOR

DATE AND PURPOSE  
 OF WITHDRAWAL

AMOUNT OF MONEY  
 OR DESCRIPTION AND  
 VALUE OF PROPERTY

**24. Tax Consolidation Group.**

None  If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION  
**TWI-Holding LLC**

TAXPAYER IDENTIFICATION NUMBER (EIN)  
**26-1408154**

**25. Pension Funds.**

None  If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.


NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

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

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date January 5, 2010

Signature   
**Denise Z. MacIvor**  
**Treasurer**

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

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

**Beta Two Inc.**  
**STATEMENT OF FINANCIAL AFFAIRS**  
**ATTACHMENT 9**

**(9) Payments Related to Bankruptcy Within One Year**

NOTE: The following payments were made by Taylor- Wharton International LLC on behalf of itself and related debtors Alpha One, Inc., American Welding & Tank, LLC, Beta Two, Inc., Delta Four, Inc., Epsilon Five, Inc., Gamma Three, Inc., Taylor-Wharton Intermediate Holdings LLC, Sherwood Valve LLC, TW Cryogenics LLC, TW Cylinders LLC, TW Express LLC and TWI-Holding LLC.

<u>NAME AND ADDRESS OF PAYEE</u>	<u>NAME OF PAYOR, IF OTHER THAN DEBTOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>
Alvarez & Marsal 600 Lexington Avenue 5th Floor New York, NY 10022	Taylor- Wharton International LLC	04/30/09	\$150,000.00
		06/01/09	\$58,137.50
		06/30/09	\$178,798.70
		07/31/09	\$150,745.70
		08/17/09	\$150,595.70
		09/03/09	\$150,281.98
		10/06/09	\$150,163.45
		10/31/09	\$150,038.62
			\$1,138,761.65
Audax Management 101 Huntington Avenue Boston, MA 02199	Taylor- Wharton International LLC	09/24/09	\$13,397.63
			\$13,397.63
CRG Partners Group LLC 2 Atlantic Avenue Boston, MA 02110	Taylor- Wharton International LLC	05/13/09	\$13,679.05
		05/22/09	\$23,982.75
		05/22/09	\$33,653.38
		06/30/09	\$53,071.96
		06/30/09	\$45,047.04
		06/30/09	\$62,725.54
		06/30/09	\$45,143.33
		06/30/09	\$22,042.01
		07/31/09	\$9,172.12
		07/31/09	\$7,456.08
		07/31/09	\$20,920.90
		07/31/09	\$8,605.58
		07/31/09	\$24,445.02
		08/14/09	\$22,402.02
		08/14/09	\$60,009.40
		08/21/09	\$5,990.74
08/27/09	\$7,048.53		
09/08/09	\$5,465.35		
09/22/09	\$783.75		
			\$471,644.55

**Beta Two Inc.**  
**STATEMENT OF FINANCIAL AFFAIRS**  
**ATTACHMENT 9**

**(9) Payments Related to Bankruptcy Within One Year**

NOTE: The following payments were made by Taylor- Wharton International LLC on behalf of itself and related debtors Alpha One, Inc., American Welding & Tank, LLC, Beta Two, Inc., Delta Four, Inc., Epsilon Five, Inc., Gamma Three, Inc., Taylor-Wharton Intermediate Holdings LLC, Sherwood Valve LLC, TW Cryogenics LLC, TW Cylinders LLC, TW Express LLC and TWI-Holding LLC.

<u>NAME AND ADDRESS OF PAYEE</u>	<u>NAME OF PAYOR, IF OTHER THAN DEBTOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>
General Electric Capital Corporation 500 West Monroe Street 17th Floor Chicago, IL 60661	Taylor- Wharton International LLC	05/19/09	\$24,775.40
		05/28/09	\$172,700.00
		07/31/09	\$44,664.36
		07/31/09	\$217,325.00
		07/31/09	\$25,027.30
		09/22/09	\$6,455.33
		09/22/09	\$6,547.50
		09/22/09	\$56,400.00
		09/30/09	\$117,975.29
		10/22/09	\$21,309.84
	11/11/09	\$20,530.66	
		<u>\$713,710.68</u>	
Greenberg Traurig LLP 77 West Wacker Drive Suite3100 Chicago, IL 60601	Taylor- Wharton International LLC	08/27/09	\$911.00
			<u>\$911.00</u>
JHF Consulting LLC 5235 Andrea Drive Wescosville, PA 18106	Taylor- Wharton International LLC	11/16/09	\$1,588.05
			<u>\$1,588.05</u>
Joele Franke, Wilkinson Brimme 140 East 45th Street New York, NY 10017	Taylor- Wharton International LLC	06/30/09	\$30,000.00
		08/17/09	\$24,982.72
		10/29/09	\$30,000.00
		<u>\$84,982.72</u>	
Kiski Consulting LLC 110 Nathaniel Court Mooresville, NC 28117	Taylor- Wharton International LLC	06/16/09	\$500,000.00
		06/30/09	\$41,666.67
		07/31/09	\$41,666.67
		08/27/09	\$41,666.67
		09/30/09	\$41,666.67
		<u>\$666,666.68</u>	
KPMG LLP PO Box 120001 Dallas, TX 75312-0566	Taylor- Wharton International LLC	10/21/09	\$14,258.00
		10/30/09	\$2,347.00
		10/30/09	\$1,216.00
		<u>\$17,821.00</u>	
Lockton Companies, LLC 444 West 47th Street Suite 900 Kansas City, MO 64112	Taylor- Wharton International LLC	11/16/09	\$25,000.00
			<u>\$25,000.00</u>

**Beta Two Inc.**  
**STATEMENT OF FINANCIAL AFFAIRS**  
**ATTACHMENT 9**

**(9) Payments Related to Bankruptcy Within One Year**

NOTE: The following payments were made by Taylor- Wharton International LLC on behalf of itself and related debtors Alpha One, Inc., American Welding & Tank, LLC, Beta Two, Inc., Delta Four, Inc., Epsilon Five, Inc., Gamma Three, Inc., Taylor-Wharton Intermediate Holdings LLC, Sherwood Valve LLC, TW Cryogenics LLC, TW Cylinders LLC, TW Express LLC and TWI-Holding LLC.

<u>NAME AND ADDRESS OF PAYEE</u>	<u>NAME OF PAYOR, IF OTHER THAN DEBTOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>
Merrill Communications, LLC CM-9638 St. Paul, MN 55170-9638	Taylor- Wharton International LLC	05/28/09	\$5,000.00
		07/31/09	\$40,040.90
		09/08/09	\$2,214.25
		10/22/09	\$348.75
		10/22/09	\$62.50
		10/22/09	\$673.50
			\$48,339.90
Neal, Gerber & Eisenberg LLP 2 North LaSalle St, Suite 1700 Chicago, IL 60602	Taylor- Wharton International LLC	04/30/09	\$25,000.00
		06/30/09	\$20,000.00
		10/31/09	(\$16,240.30)
			\$28,759.70
Proskauer Rose LLP 1585 Broadway New York, NY 10036-8299	Taylor- Wharton International LLC	07/31/09	\$16,571.96
		07/31/09	\$48,075.00
		08/17/09	\$31,230.10
		08/27/09	\$97,665.23
		10/29/09	\$38,224.33
			\$231,766.62
Reed Smith LLP 2672 PAYSphere Circle Chicago, IL 60674	Taylor- Wharton International LLC	05/01/09	\$10,206.10
		06/01/09	\$73,263.75
		06/02/09	\$5,665.97
		06/30/09	\$5,424.25
		06/30/09	\$139,301.70
		10/12/09	\$33,764.71
		10/29/09	\$85,962.79
11/16/09	\$346,558.30		
			\$700,147.57
Shipman & Goodwin One Constitution Plaza Hartford, CT 06103-1919	Taylor- Wharton International LLC	08/10/09	\$315.00
			\$315.00
Sitrick And Company 1840 Century Park East Suite 800 Los Angeles, CA 90067	Taylor- Wharton International LLC	11/16/09	\$25,000.00
		11/16/09	\$67,000.00
			\$92,000.00

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**STATEMENT OF FINANCIAL AFFAIRS**  
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**(9) Payments Related to Bankruptcy Within One Year**

NOTE: The following payments were made by Taylor- Wharton International LLC on behalf of itself and related debtors Alpha One, Inc., American Welding & Tank, LLC, Beta Two, Inc., Delta Four, Inc., Epsilon Five, Inc., Gamma Three, Inc., Taylor-Wharton Intermediate Holdings LLC, Sherwood Valve LLC, TW Cryogenics LLC, TW Cylinders LLC, TW Express LLC and TWI-Holding LLC.

<u>NAME AND ADDRESS OF PAYEE</u>	<u>NAME OF PAYOR, IF OTHER THAN DEBTOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>
The Boathouse Group LLC 295 West 11th Street, SUITE 1KL New York, NY 10014	Taylor- Wharton International LLC	07/31/09	\$10,179.18
		07/31/09	\$26,016.43
		07/31/09	\$8,300.23
		08/03/09	\$8,150.00
		08/10/09	\$7,051.33
		08/21/09	\$5,200.00
		08/31/09	\$6,800.00
		10/22/09	\$7,600.00
		10/29/09	\$11,550.00
		10/29/09	\$10,395.63
		10/31/09	\$10,937.97
		11/16/09	\$10,869.34
		11/16/09	\$41,251.34
		<u>\$164,301.45</u>	
York And Company Inc. 505 Bastrop Street Suite 202 Houston, TX 77003	Taylor- Wharton International LLC	11/16/09	<u>\$37,500.00</u> \$37,500.00