

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

<p>In re:</p> <p>TAYLOR-WHARTON INTERNATIONAL LLC<sup>1</sup>, et al.,</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 09-14089 (BLS) (Jointly Administered)</p> <p>Re: Docket No.: 49</p>
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**ORDER AUTHORIZING THE DEBTORS TO RETAIN  
THE SITRICK AND COMPANY INC. AS CORPORATE COMMUNICATIONS  
CONSULTANT NUNC PRO TUNC TO THE PETITION DATE**

This matter coming to be heard on the Debtors' Application for Authority to Retain The Sitrick And Company Inc. ("Sitrick") as Corporate Communications Consultant to the Debtors,<sup>2</sup> *Nunc Pro Tunc* to the Petition Date (the "Application"); and the Court having reviewed the Application, the engagement letter dated November 4, 2009 (the "Engagement Agreement"), and the Declaration of Michael Sitrick (the "Sitrick Declaration"); and having heard the statements of counsel at the hearing on the Application (the "Hearing"); and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157; (b) notice of the Application and the Hearing was sufficient under the circumstances; (c) the Court having determined that Sitrick is a "disinterested person" pursuant to § 101(14) of the Bankruptcy Code; and (d) the

<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).

<sup>2</sup> All terms not otherwise defined herein shall have the meaning ascribed to them in the Application or the Engagement Agreement.

Court having determined that the legal and factual bases set forth in the Application and the Sitrick Declaration establish just cause for the relief granted herein;

**IT IS HEREBY ORDERED THAT:**

1. The Application be, and hereby is, GRANTED.
2. The Debtors are authorized to retain and employ Sitrick as a Bankruptcy Advisor *nunc pro tunc* to the Petition Date pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and the terms set forth in the Engagement Agreement attached as Exhibit 1 to the Sitrick Declaration.
3. The terms and conditions of Sitrick's retention including, without limitation, the Fee Structure, are approved pursuant to section 328(a) of the Bankruptcy Code, and will not be subject to the standard of review set forth in section 330 of the Bankruptcy Code.
4. The Debtors shall pay Sitrick, pursuant to the Engagement Agreement, for services rendered to the Debtors, and shall reimburse Boathouse for reasonable out-of-pocket expenses incurred in connection with such services as further detailed in the Engagement Agreement.
5. Sitrick will file with the Court, with copies to the Office of the United States Trustee, the Debtors, counsel for postpetition lenders, and any Official Committees or their counsel, a monthly report of compensation earned by Sitrick under the Engagement Agreement for the previous month which summarizes the services provided, identifies the compensation earned, and itemizes the expenses incurred.

6. The Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this Order.

Dated January 6, 2010  
Wilmington, Delaware



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The Honorable Brendan L. Shannon