

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

TAYLOR-WHARTON
INTERNATIONAL LLC¹, et al.,

Debtors.

Chapter 11

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

RE: Docket Item No. 51

**ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF THE BOATHOUSE GROUP, LLC AS BANKRUPTCY
CONSULTANT TO THE DEBTORS AND DEBTORS IN POSSESSION
AND TO PERFORM SERVICES RELATED THERETO**

This matter coming to be heard on the Debtors' Application for an Order Authorizing the Employment and Retention of The Boathouse Group, LLC ("Boathouse") as Bankruptcy Consultant to the Debtors and Debtors In Possession and to Perform Services Related Thereto (the "Application"); and the Court having reviewed the Application, the engagement letter dated November 13, 2009 (the "Engagement Agreement"), and the Declaration of William Holden in Support of the Application (the "Holden 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 Boathouse is a "disinterested person" pursuant to § 101(14) of the Bankruptcy Code; and (d) the

¹ 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).

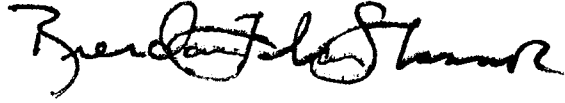
Court having determined that the legal and factual bases set forth in the Application and the Holden Declaration establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Debtors are authorized to retain and employ Boathouse as a Bankruptcy Consultant pursuant to sections 327(a) and 328(a) of the Bankruptcy Code.
3. The terms and conditions of Boathouse's retention including, without limitation, the Fee Structure, are approved pursuant to section 328(a) of the Bankruptcy Code. Boathouse's retention, the Fee Structure and fees paid pursuant thereto shall not be subject to the standard of review set forth in section 330 of the Bankruptcy Code, except that such standard of review shall apply to any objection(s), if any, filed by the United States Trustee
4. The Debtors shall pay Boathouse, pursuant to the terms of 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 attached as Exhibit B to the Application.
5. Boathouse 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 Boathouse 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



The Honorable Brendan L. Shannon