

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

TAYLOR-WHARTON
INTERNATIONAL LLC,¹ et al.,

Debtors.

Chapter 11

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

RE: Docket Item No. 52

**ORDER PURSUANT TO SECTIONS 105(a), 327, AND 328 OF
THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2014
AUTHORIZING THE DEBTORS TO EMPLOY AND COMPENSATE
PROFESSIONALS UTILIZED BY THE DEBTORS IN THE ORDINARY
COURSE OF BUSINESS *NUNC PRO TUNC* TO THE PETITION DATE**

Upon consideration of the Debtors' Motion for an Order Pursuant To Sections 105(a), 327, and 328 of the Bankruptcy Code and Bankruptcy Rule 2014 Authorizing the Debtors to Employ and Compensate Professionals Utilized by the Debtors in the Ordinary Course of Business *Nunc Pro Tunc* to the Petition Date (the "Motion"),² the Court finds that: (i) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and (iii) venue of these cases and the Motion are proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; (iv) notice of the Motion and the hearing was sufficient under the circumstances; and (v) upon the Declaration of Leonard York in Support of Debtors' Chapter 11 Petitions and First Day Motions and the record herein, and after due deliberation, good and sufficient cause exists for the relief requested. Accordingly, it is hereby,

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); (1890); American Welding & Tank LLC (1945); and TW Express LLC (6414).

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to employ the Ordinary Course Professionals listed on Exhibit A attached hereto to assist and advise the Debtors in the operations of the Debtors' businesses.
3. Each Ordinary Course Professional shall file with the Court and serve on the Notice Parties an affidavit with the Court substantially in the form attached hereto as Exhibit B stating that it does not hold an interest materially adverse to the Debtors or the estates regarding the matters upon which it is retained.
4. Objections to the retention of any Ordinary Course Professional by any party in interest must be filed and served upon the Notice Parties within ten (10) business days of service of the Ordinary Course Professional's affidavit.
5. The Debtors are authorized, without formal applications being filed with the Court, to compensate and reimburse the Ordinary Course Professionals for their fees and expenses upon the submission to the Debtors of an invoice setting forth in reasonable detail the nature of the services rendered, without prejudice to the Debtors' right to dispute any such invoice; provided, however, that should any Ordinary Course Professionals' fees exceed \$50,000 during any particular calendar month, that Ordinary Course Professional shall be required to file a formal fee application for such month's fees.
6. Payments to all Ordinary Course Professionals pursuant to this Order shall not exceed \$200,000 per month in the aggregate; provided however, the Debtors shall have the right to seek to increase the aggregate cap.

7. The Debtors shall file a supplement to the list of Ordinary Course Professionals and serve it on the Notice Parties if the Debtors seek to retain additional Ordinary Course Professionals.


8. The Notice Parties shall have fourteen (14) days from the date of service of the supplemental list of Ordinary Course Professionals to object to the retention of any supplemental Ordinary Course Professionals.

9. Any supplemental list of Ordinary Course Professionals filed by the Debtors shall be deemed approved by the Court without the need for a hearing or order of the Court, unless an objection is timely filed by a party in interest.

10. The Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this order.

11. The Debtors are authorized to take all necessary actions to perform the obligations necessary to implement and effectuate the terms of this order.

Date: January 6, 2010


The Honorable Brendan L. Shannon