

**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 No: 48

ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF REED SMITH LLP AS DEBTORS' BANKRUPTCY COUNSEL PURSUANT TO 11 U.S.C. §§ 327(a), 328, AND 329, FED.R.BANKR.P. 2014 AND 2016 AND DEL.BANKR.L.R. 2014-1 AND 2016-1 NUNC PRO TUNC TO THE PETITION DATE

Upon consideration of the Debtors' Application for an Order Pursuant to 11 U.S.C. §§ 327(a), 328, and 329, Fed. R. Bankr. P. 2014 and 2016 and Del. Bankr. L.R. 2014-1 and 2016-1 Authorizing the Employment and Retention of Reed Smith LLP as Their Bankruptcy Counsel *Nunc Pro Tunc* to the Petition Date (the "Application"), and the Unsworn Declaration Pursuant to 28 U.S.C. Section 1746(2) and Fed.R.Bankr.P. 2014(a) and 2016(b) of J. Andrew Rahl, Jr., Esquire, a Partner in Reed Smith LLP (the "Declaration"), 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); (iii) venue of these cases and the Application are proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; (iv) notice of the Application and 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).

ORDERED, ADJUDGED AND DECREED that:

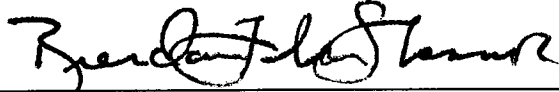
1. The Application is hereby granted *nunc pro tunc* to November 18, 2009, as set forth herein.
2. Reed Smith represents no interest adverse to the Debtors or to their estates in the matters upon which Reed Smith is to be engaged and Reed Smith is disinterested within the meaning of 11 U.S.C. § 101(14).
3. Reed Smith's employment is necessary and would be in the best interests of the Debtors' estates, creditors, and other parties in interest.
4. Pursuant to 11 U.S.C. §§ 327(a), 328, and 329, Fed.R.Bankr.P. 2014(a) and 2016 and Del.Bankr.L.R. 2014-1 and 2016-1, the Debtor is authorized to employ and retain Reed Smith, as of the Petition Date,² to represent the Debtors in the above-captioned bankruptcy cases under Chapter 11 of the Bankruptcy Code.
5. Pursuant to 11 U.S.C. § 328(a), Reed Smith's hourly rates for its paralegals and attorneys set forth in the Declaration are approved as reasonable. Reed Smith shall not charge any hourly rate in excess of \$950 without supplemental application to and order by this Court.
6. The pre-petition retainer monies paid to Reed Smith and not expended for pre-petition services and disbursements shall be held by Reed Smith as a general retainer as security throughout the Debtors bankruptcy cases until final fees and expenses are awarded and payable to Reed Smith on a final basis.
7. Reed Smith shall be compensated in accordance with the applicable provisions of the Bankruptcy Code (including, without limitation, Sections 330 and 331), the Bankruptcy

² Unless otherwise indicated, capitalized terms contained herein shall have the meaning ascribed to them in the Application.

Rules, the Local Rules, the United States Trustee Fee Guidelines, and any other orders entered in these cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred.

8. Reed Smith is authorized to apply the amounts presently held as a retainer against its post-petition fee application in accordance with orders of this Court.

Dated: January 6, 2010



The Honorable Brendan L. Shannon