

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

<p>In re:</p> <p>TAYLOR-WHARTON INTERNATIONAL LLC¹, 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 Item No. 82</p>
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**ORDER ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM
AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for an order, pursuant to Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (i) establishing deadlines by which creditors must file proofs of claim in these Cases and (ii) approving the form and manner of notice of the Bar Dates (as defined below), the Court finds that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of these cases and the Motion are proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; (d) notice of the Motion and the hearing was sufficient under the circumstances; and (e) upon the record herein, and after due deliberation, good and sufficient cause exists for the relief requested. Accordingly, it is hereby

ORDERED, ADJUDGED AND DECREED as follows:

1. The Motion is GRANTED as set forth herein.

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). Each of the Debtors has a principal place of business at 4817 Old Gettysburg Road, Mechanicsburg, Pennsylvania 17055.

² Capitalized terms not defined herein shall have the meanings ascribed thereto in the Motion.

2. Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

3. Except as otherwise provided herein, each person or entity that is not a governmental unit (as defined in 11 U.S.C. § 101(27)) that asserts a claim (as defined in 11 U.S.C. § 101(5)) against the Debtors that arose or is deemed to arise prior to November 18, 2009, **including claims allowable under 11 U.S.C. § 503(b)(9)**, must file an original, written proof of such claim which substantially conforms to Official Form B10 so as to be received on or before **5:00 p.m. (Eastern) on January 29, 2010** (the "General Bar Date") by the Debtors' claims agent, The Garden City Group, Inc.

4. Except as otherwise provided herein, each governmental unit (as defined in 11 U.S.C. § 101(27)) that asserts a claim (as defined in 11 U.S.C. § 101(5)) against the Debtors that arose or is deemed to arise prior to November 18, 2009, must file an original, written proof of such claim which substantially conforms to Official Form B10 so as to be received on or before **5:00 p.m. (Eastern) on May 17, 2010** (the "Governmental Bar Date" and, together with the General Bar Date, the "Bar Dates") by the Debtors' claims agent, The Garden City Group, Inc.

5. Original proofs of claim must be delivered by U.S. mail, courier service, overnight, or hand delivery to The Garden City Group, Inc. as follows:

If sent by U.S. Mail:

The Garden City Group, Inc.
Attn: Taylor-Wharton International Claims Department
P.O. Box 9527
Dublin, OH 43017-4827

If sent by courier service, overnight or hand delivery

The Garden City Group, Inc.
Attn: Taylor-Wharton International Claims Department
5151 Blazer Pkwy., Suite A

Dublin, OH 43017

6. A proof of claim will be deemed timely filed only if the original proof of claim is actually received by The Garden City Group, Inc. before the applicable Bar Date. Proofs of claim sent by facsimile, telecopy, or e-mail will not be accepted.

7. In lieu of filing a proof of claim prior to the expiration of the General Bar Date, holders of claims allowable under 11 U.S.C. § 503(b)(9) may file a “request” in a form consistent with the Federal Rules of Bankruptcy Procedure and the Local Rules of this Court prior to the expiration of the General Bar Date.

8. Persons and entities holding or asserting the following types of Prepetition Claims or interests against the Debtors are not required to file a proof of claim *with respect to such claim or interest*:

- (a) a claim against the Debtors for which a proof of claim has already been filed with The Garden City Group, Inc. utilizing a claim form that substantially conforms to Official Form B10;
- (b) a claim that is listed on the Schedules and is not described as “disputed,” “contingent,” or “unliquidated” provided that the creditor agrees with the amount and nature of the claim as scheduled;
- (c) an administrative expense claim pursuant to section 503(b) of the Bankruptcy Code (**except for unpaid claims allowable under Section 503(b)(9) of the Bankruptcy Code**);
- (d) an administrative expense claim for post-petition fees and expenses incurred by any professional pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- (e) a claim by a current officer or director for indemnification and/or contribution arising as a result of such officer’s or director’s prepetition or postpetition services to the Debtors;
- (f) a claim (or portion thereof) that has been paid by the Debtors, including any claim (or portion thereof) paid pursuant to the Debtors’ authority under any court order;
- (g) any claim of ACE American Insurance Company, ESIS, Inc. and/or their

respective affiliates;

- (h) a claim that has been allowed by an order of this Court entered on or before the Bar Date; and
- (i) an equity security interest (such as common stock, preferred stock, warrants, or stock options) in either of the Debtors.

Any entity exempted from filing a proof of claim or interest pursuant to (a) through (i) above, however, must still timely file a proof of claim for any other claim that does fall within the exclusions provided by (a) through (i), including unpaid claims allowable pursuant to Section 503(b)(9) of the Bankruptcy Code. As set forth in subsection (f) above, creditors need not file a proof of claim with respect to any amounts paid by the Debtors. To the extent that any amounts paid by the Debtors to a creditor are subject to disgorgement pursuant to a postpetition trade agreement or otherwise, that creditor shall have thirty (30) days from the date of any disgorgement to file a proof of claim for the disgorged amounts.

9. Each proof of claim filed must (i) be written in the English language, (ii) be denominated in lawful currency of the United States as of the Petition Date, (iii) conform substantially with Official Form B10, and (iv) attach copies of any writings upon which the claim is based.

10. Any entity asserting claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. All entities must identify on their proof of claim the particular Debtor against which their claim is asserted and the case number of that Debtors' bankruptcy cases. A proof of claim listing no reference to a particular Debtor or a proof of claim listing multiple Debtors will be deemed filed against Taylor-Wharton International, LLC., Case No. 09-14089 (BLS).

11. Any holder of a claim against the Debtors who is required, but fails, to file a proof of such claim in accordance with this Order on or before the General Bar Date or the

Governmental Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a proof of claim with respect thereto), and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such claim, and such holder shall not be permitted to vote to accept or reject any chapter 11 plan or participate in any distribution in the Debtors' chapter 11 cases on account of such claim or to receive further notices regarding such claim.

12. The proof of claim form substantially in the form attached to the Motion as Exhibit B and the Bar Dates Notice substantially in the form attached to the Motion as Exhibit C are approved in all respects.

13. The Bar Dates Notice shall be deemed good, adequate, and sufficient notice of the relief granted by this Order to all known creditors of the Debtors if it is served, together with the proof of claim form, by being deposited in the United States mail, first-class postage prepaid, upon the following persons and entities:

- (a) The Office of the United States Trustee for the District of Delaware;
- (b) Counsel to the Committee;
- (c) Counsel to the agents for the Debtors' postpetition financing lenders, prepetition first lien lenders and prepetition second lien noteholders;
- (d) All persons and entities who have requested notice pursuant to Bankruptcy Rule 2002 as of the date of the Bar Dates Order;
- (e) All persons or entities listed in the Schedules at the addresses set forth therein;
- (f) All known parties to executory contracts or unexpired leases with the Debtors;
- (g) All taxing authorities for the jurisdictions in which the Debtors maintained or conducted business during the year prior to the Petition Date;
- (h) All known holders (and, where known, their counsel) of Prepetition Claims against the Debtors;

- (i) All entities that are parties to any litigation in which any of the Debtors is a party (and, where known, their counsel);
- (j) The Securities and Exchange Commission; and
- (k) The District Director of the Internal Revenue Service for the District of Delaware.

14. The Debtors shall serve the Bar Dates Notice Packages within ten (10) business days of the entry of this Order. The Debtors may make supplemental mailings of the Bar Dates Notice up to twenty (20) days in advance of each of the Bar Dates, as may be appropriate in situations where (a) notices are returned by the post office with forwarding addresses, necessitating re-mailing to new addresses, (b) certain parties acting on behalf of parties in interest decline to pass along notices to such parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known to the Debtors.

15. The Garden City Group, Inc. is authorized to retain and pay necessary service providers associated with mailing the Bar Dates Notice Packages, subject to prior approval from the Debtors, and to obtain reimbursement from the Debtors for any such payments on the same terms applicable to the agreement governing its retention by the Debtors.

16. Notification of the Bar Dates as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all creditors of their rights and obligations in connection with any Prepetition Claims they may have against the Debtors in these Cases.

17. The Debtors shall retain the right to: (a) dispute any Prepetition Claim; (b) assert offsets or defenses against any Prepetition Claim; (c) subsequently designate any Prepetition Claim as disputed, contingent, or unliquidated in the Schedules; (d) amend the Schedules in any manner with respect to Prepetition Claims; and (e) object to any Prepetition Claim on any grounds.

18. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: Jan 6, 2010
Wilmington, Delaware


HONORABLE BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE