

**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. 79

ORDER (I) APPROVING THE DEBTORS' JOINT DISCLOSURE STATEMENT; (II) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THEIR JOINT PLAN OF REORGANIZATION, INCLUDING: (A) APPROVING THE FORM AND MANNER OF DISTRIBUTION OF SOLICITATION PACKAGES, (B) APPROVING THE FORM AND MANNER OF NOTICE OF THE CONFIRMATION HEARING, (C) ESTABLISHING A RECORD DATE AND APPROVING PROCEDURES FOR DISTRIBUTION OF SOLICITATION PACKAGES, (D) APPROVING FORMS OF BALLOTS, (E) ESTABLISHING THE DEADLINE FOR RECEIPT OF BALLOTS, AND (F) APPROVING THE PROCEDURES FOR VOTE TABULATIONS; (III) ESTABLISHING THE DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO: (A) CONFIRMATION OF THE PLAN, AND (B) PROPOSED CURE AMOUNTS RELATED TO CONTRACTS AND LEASES ASSUMED UNDER THE PLAN; AND (IV) GRANTING RELATED RELIEF

Upon consideration of the motion (the "Motion") of Taylor-Wharton International LLC and its affiliated debtors and debtors in possession (collectively, the "Debtors"), pursuant to sections 1125 and 1126 of the Bankruptcy Code,² Bankruptcy Rules 2002, 3016, 3017, and 3020 and Local Rules 3017-1(a) and 3017-1(b), for entry of an order (i) approving the Disclosure Statement; (ii) establishing procedures for solicitation and tabulation of votes to accept or reject

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 used herein but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

their Joint Plan of Reorganization (the “Plan”), including: (a) approving the form and manner of distribution of the solicitation packages, (b) approving the form and manner of notice of the Confirmation Hearing, (c) establishing a record date and approving procedures for distributing solicitation packages, (d) approving the forms of ballots, (e) establishing the deadline for the receipt of ballots, and (f) approving procedures for tabulating acceptances and rejections of the Plan; (iii) establishing the deadline and procedures for filing objections to: (a) confirmation of the Plan and (b) proposed cure amounts for executory contracts and unexpired leases that may be assumed as part of the Plan; (iv) granting related relief, all as set forth in the Motion; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. sections 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances; and the Court having reviewed the Motion and having considered the statements in support of the relief requested therein at a hearing before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Motion is granted as set forth herein.
2. The Disclosure Statement is approved as containing adequate information within the meaning of section 1125 of the Bankruptcy Code, and any objections to the adequacy of the

information contained in the Disclosure Statement not otherwise consensually resolved are overruled.

3. The Debtors shall mail or caused to be mailed to holders of Claims entitled to vote on the Plan no later than **January 11, 2010**, a solicitation package containing: (a) written notice (the "Confirmation Hearing Notice"), substantially in the form annexed to the Motion as Exhibit B, of (i) the Court's approval of the Disclosure Statement, (ii) the deadline for voting on the Plan, (iii) the date of the Confirmation Hearing, and (iv) the deadline and procedures for filing objections to confirmation of the Plan, which Confirmation Hearing Notice is approved; (b) the Plan (either by paper copy or in "pdf" format on a CD-Rom, at the Debtors' discretion); (c) the Disclosure Statement, substantially in the form approved by the Court (either by paper copy or in "pdf" format on a CD-Rom, at the Debtors' discretion); (d) the appropriate ballots (substantially in the forms annexed to the Motion as Exhibits C-1 - C-4) and ballot return envelope; and (e) such other information as the Court may direct or approve (collectively, the "Solicitation Package"). The Debtors shall send to each impaired creditor entitled to vote on the Subplans (a) only the Solicitation Package appropriate for the class applicable to such creditor, and (b) only one Solicitation Package even if such creditor has Claims against more than one of the Debtors. The Solicitation Package and the manner of service of the Solicitation Package satisfies the requirements of Bankruptcy Rule 3017(d).

4. The Debtors shall mail or cause to be mailed to each of the known counterparties to the Contracts and Leases a Confirmation Hearing Notice and the Disclosure Statement and Plan (either by paper copy or in "pdf" format on a CD-Rom, at the Debtors' discretion).

5. Pursuant to Bankruptcy Rule 3017(d), the Debtors are not required to transmit a Solicitation Package to the Non-Voting Parties. On or before **January 11, 2010**, the Debtors

shall mail or cause to be mailed to each Non-Voting Party the Non-Voting Holder Notice substantially in the form annexed to the Motion as Exhibit D.

6. The Debtors shall publish notice (the "Publication Notice"), substantially in the form annexed to the Motion as Exhibit E, in the national edition of the Wall Street Journal and regional newspapers covering the geographical areas in and around Theodore, AL; Jesup, GA; Washington, PA; Niagara Falls, NY; Cleveland, OH; Fremont, OH; Crossville, TN; West Jordan, UT; Harrisburg, PA; and Huntsville, AL within 10 days after the entry of this Order.

7. **December 31, 2009** is established as the record date (the "Record Date") for the purposes of determining the creditors and interest holders entitled to receive the Solicitation Package or the Non-Voting Holder Notice, as applicable.

8. The Garden City Group, Inc. ("GCG" or the "Balloting Agent") shall tabulate the ballots and certify to the Court the results of the balloting.

9. The Debtors are permitted to dispense with the mailing of Solicitation Packages or Non-Voting Holder Notices to addresses and entities to which the notice of the Disclosure Statement Hearing was returned by the United States Postal Service as undeliverable, unless the Debtors are provided with an accurate address.

10. The Ballots, substantially in the form annexed to the Motion as Exhibits C-1, C-2, C-3, and C-4, are hereby approved.

11. All Ballots must be properly executed, completed and delivered to the Balloting Agent at (A) The Garden City Group, Inc., Attn: Taylor-Wharton Balloting Agent, P.O. Box 9527, Dublin, OH 43017-4827, if by first class mail, or (B) The Garden City Group, Inc., Attn: Taylor-Wharton Balloting Agent, 5151 Blazer Parkway, Suite A, Dublin, OH 43017, if by overnight mail or hand-delivery, so that the Ballots are received on or before **February 8, 2010**

at 5:00 p.m. (Eastern) (the “Voting Deadline”), unless extended by the Debtors. Ballots cast by facsimile, email, or other electronic transmission will not be counted unless approved in advance by the Debtors in writing.

12. For purposes of voting on the Plan, the amount of a claim held by a creditor shall be determined pursuant to the following guidelines:

- (a) The claim listed in a Debtor’s schedule of liabilities, provided that (i) such claim is not scheduled as contingent, unliquidated, undetermined, or disputed, and (ii) no Proof of Claim has been timely filed (or otherwise deemed timely filed by the Court under applicable law).
- (b) The noncontingent and liquidated amount specified in a Proof of Claim timely filed with the Court or GCG (or otherwise deemed timely filed by the Court under applicable law) to the extent the Proof of Claim has not been superseded or amended by another Proof of Claim, and is not the subject of an objection, either generally to the applicable claim or solely for purposes of determining the amount of the applicable claim for voting purposes, filed no later than **February 10, 2010** (the “Vote Objection Deadline”) (or, if such claim has been resolved pursuant to a stipulation or order entered by the Court, or otherwise resolved by the Court, the amount set forth in such stipulation or order).
- (c) The amount temporarily allowed by the Court for voting purposes, pursuant to Bankruptcy Rule 3018(a), provided that a motion is brought, notice is provided, and a hearing is held at or prior to the Confirmation Hearing, in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.
- (d) Except as otherwise provided in subsection (c) hereof, with respect to a ballot cast by an alleged creditor whose claim (i) is not listed on a Debtor’s schedule of liabilities, or (ii) is listed as disputed, contingent, and/or unliquidated on a Debtor’s schedule of liabilities, but who has timely filed a Proof of Claim in an unliquidated or unknown amount that is not the subject of an objection filed before the Vote Objection Deadline, such ballot shall be counted as a vote in determining whether the numerosity requirement of section 1126(c) of the Bankruptcy Code has been met solely with respect to Classes 6(a)-(c) and 8(a)-(c) of the Plan, but shall not be counted in determining whether the aggregate claim amount requirement has been met.
- (e) (f) If a creditor elects to complete Item 1 on the ballot, which allows a single vote for all claims held by such creditor in the applicable Classes, such vote shall be counted separately for numerosity purposes in each