



2. I am familiar with and have personal knowledge of the facts set forth below.

3. This Affidavit is submitted pursuant to Sections 105(a), 327, and 328 of the Bankruptcy Code and the 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 "Ordinary Course Order").

4. The professional services the Firm will render to the Debtors are legal services.

5. Prior to the Petition Date, the Firm did provide professional services to the Debtors.

6. As of the Petition Date, the Debtors do not owe the Firm any money for professional services rendered to the Debtors.

7. The Firm does not hold any interest adverse to the Debtors or their estates regarding any matters for which the Firm is retained. In addition, the Firm has not provided services in the past for persons that are parties in interest in the Debtors' Chapter 11 cases in matters related or unrelated to these Chapter 11 cases.

8. Neither I nor any principal of or professional employed by the Firm holds or represents any interest adverse to the Debtors or their estates with respect to the matters for which the Firm has been retained.

9. The Firm has read the proposed Ordinary Course Order and understands the limitations on compensation allowed to be paid without an order of the Court.

10. The Firm will supplement the information in this affidavit if it discovers any facts related to the matters on which it has been retained by the Debtors.

11. The Firm will apply directly to the Debtors for compensation for professional

services rendered and reimbursement of actual and necessary expenses incurred by the Firm in accordance with the Ordinary Course Order. The hourly rates for the members, associates and/or employees that will be primarily responsible for the Firm's representation of the Debtors, are as follows: Potter Stewart, Jr., Esquire at \$250 and Lou Nelsen, paralegal, at \$95.

12. The Firm periodically raises its hourly rates but not more frequently than annually.

13. The hourly rates set forth above are the Firm's regular hourly rates billed to and paid by existing bankruptcy and non-bankruptcy clients for work of this nature. These rates are set at a level designed to fairly compensate the Firm for the work of its members, associates and/or employees and to cover fixed and routine overhead expenses. In addition to the hourly rates, it is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's cases, including, among other things, mass mailing postage, messenger and express mail charges, special or hand delivery charges, document processing, photocopying charges, filing fees, travel expenses, expenses for "working meals," the catering of meetings and business meetings, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime and late night transportation, where necessary to meet deadlines or client expectations. The Firm will charge the Debtors' estates for the expenses incurred by the Firm on behalf of the Debtors in a manner and at rates consistent with charges made to the Firm's other clients.

14. Except as set forth in the Ordinary Course Order and as provided under the

Bankruptcy Code, neither the Firm nor any members, partners, counsel, associates, or employees have received any promises or representations regarding compensation in these Chapter 11 cases.

By: Potter Stewart, Jr.  
Name: Potter Stewart, Jr.  
Title: Attorney

STATE OF Vermont            )  
  ) SS.  
COUNTY OF Windham        )

Subscribed and sworn to before me  
this 8<sup>th</sup> day of January 2010.

Kelly Murray  
NOTARY PUBLIC  
My Commission Expires: 2/10/11

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

CLERK  
U.S. BANKRUPTCY COURT  
DISTRICT OF DELAWARE

2010 JAN 25 PM 1:12

FILED

In re:

Chapter 11

TAYLOR-WHARTON  
INTERNATIONAL LLC, et al.,

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

Debtors.

CERTIFICATE OF SERVICE

I hereby certify that, on the 19<sup>th</sup> day of January, 2010, I served the **Affidavit** and **Certificate of Service** by mailing a copy of the same, First Class mail, postage prepaid, to the following:

Airgas, Inc.  
Att: David Boyle  
259 Radnor-Chester Road, Suite 100  
P.O. Box 6675  
Radnor, PA 19087-8675

Attorney General of Delaware  
Joseph R. Biden, III, Esq.  
Carvel State Office Building  
820 N. French St  
Wilmington, DE 19801

Comdata Network, Inc.  
Attn: Mike Henricks  
5301 Maryland Way  
Brentwood, TN 37027

Crown Equipment Corporation  
Lu Ann Nester  
1321 N Illinois Ave  
P.O. Box 244  
Connersville, IN 47331-1606

Ecorse Machine(Order)  
Attn: Ivan Doverspike  
75 Southfield Rd.  
Ecorse, MI 48229

Arcelor Mittal  
Attn: Brian Flick  
215 S Front St  
Steelton, PA 17113

Capitol Manufacturing  
Attn: Arnold Loch  
1125 Capitol Road  
Crowley, LA 70526

Cooch and Taylor, P.A.  
Attn: Susan E. Kaufman, Esq.  
1000 West St., 10th Fl.  
Brandywine Bldg  
P.O. Box 1680  
Wilmington, DE 19899

Delaware Secretary of State  
Division of Corporations; Franchise Tax  
P.O. Box 7040  
Dover, DE 19903

Engineered Controls Inc.  
Attn: Mark Hall  
9321 G Court  
Omaha, NB 68127

Essar Steel Algoma Inc  
Attn: Darrol Martin  
5515 N. Service Road  
Burlington, ON L7I 6g4 Canada

General Electric Capital Corporation  
As Agent to the Lenders  
500 West Monroe  
Chicago, IL 60661

Heritage Propane (Spr Dale Ar)  
Attn: Jeff Stevens  
754 River Rock Dr.  
Helena, MT 59602

Internal Revenue Service  
Attn: Insolvency Section  
P.O. Box 21126  
Philadelphia, PA 19114

J&S Precision Products Company (Order)  
Attn: Steve Jansen  
16 Evesboro Rd  
Medford, NJ 08055

Kalkaska Screw (Order)  
Attn: Ted Sterwart  
775 Rabourn Rd NE  
Kalkaska, MI 49646-8959

Kylynn Inc  
Attn: Tom Dussell  
1623 County Road 37  
Fremont, OH 43420

Latham & Watkins  
Attn: Mark Bala  
233 South Wacker Drive  
Suite 5800  
Chicago, IL 60606

Leonard Levine Metals  
Attn: Mark Levine  
1910 1st St Ste 404  
Highland Park, IL 60035

Office of The U.S. Trustee  
Attn: Counsel  
844 King Street, Suite 2207  
Lockbox 35  
Wilmington, DE 19899-0035

Franklin Traffic  
Attn: James Knox, President  
5251 Shawnee Rd.  
Sanborn, NY 14132-9117

Great Lakes Paint & Chemical  
Attn: Scott Hall  
8285 Belle Vernon Dr  
Novelty, OH 44072

Internal Revenue Service  
31 Hopkins Plaza - Room 1150  
Baltimore, MD 21201

Internal Revenue Service  
Centralized Insolvency Operation  
11601 Roosevelt Road, Mail Drop N781  
Philadelphia, PA 19114

K & K Screw (Order)  
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Glendale Heights, IL 60139

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Attn: Sam Bonetto  
151 Michigan St.  
Lockport, NY 14094

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Lincoln Electric Company  
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Attn: Bruce Bzura  
Old Waterworks Road  
Old Bridge, NJ 08857

Pacer Digital Systems Inc.  
Attn: Kevin Oeff  
8658 Castle Park Dr. #103  
Indianapolis, IN 46256

Polycel Structural Foam Inc  
Attn: Richard Theurer  
68 County Line Rd  
Branchburg, NI 08876

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Atty for Consenting Noteholders  
1585 Broadway  
New York, NY 10036-8299

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Attn: Mark D. Silverschotz  
599 Lexington Avenue; 22nd Fl.  
New York, NY 10022

Reed Smith LLP  
Attn: Hahn Ahn  
599 Lexington Avenue  
New York, NY 10022

S & B Machine Co Inc  
Attn: James Stadt  
820 Blackburn Drive  
Mobile, AL 36608

Securities & Exchange Commission  
Attn: James A. Clarkson  
NY Regional Office  
3 World Financial Center, Suite 400  
New York, NY 10281

Securities & Exchange Commission  
Attn: Michael A. Berman, Esq.  
Bankruptcy Unit  
450 Fifth St. NW  
Washington, DC 20549

Sherwin William Co  
Attn: Tony Vacchanio  
395 Osage St  
Maumee, OH 43537

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Att: Kathleen M. Miller, Esq.  
800 Delaware Avenue, 7th Floor  
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Wilmington, DE 19899

Polsinelli Shughart PC  
Att: Christopher Ward & Justin Edelson  
Atty for Heritage Propane  
222 Delaware Avenue, Suite 1101  
Wilmington, DE 19801

Primary Steel LLC  
Attn: Bart Clifford  
500 Colonial Center Parkway  
Suite 500  
Roswell, GA 30076

Reed Smith  
Attn: J. A Rahl, Jr./ N. Ayer  
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New York, NY 10022

Reed Smith  
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Wilmington, DE 19801

Richards, Layton & Finger, P.A.  
Att: Mark D. Collins, Esq.  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801

Secretary of Treasury  
Attn: Bankruptcy Dept  
P.O. Box 7040  
Dover, DE 19903

Securities & Exchange Commission  
Attn: Christopher Cox  
100 F Street, NE  
Washington, DC 20549

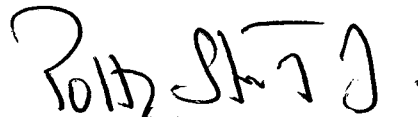
Severstal Sparrows Point LLC  
Attn: Dan Santelli  
5111 Sparrows Point Blvd  
Sparrows Point, MD 21219

Sirote & Permutt, P.C.  
Att: Travis S. Jackson  
305 Church Street, Suite 800  
P. O. Box 18248  
Huntsville, AL 35804

Spaulding Composites Inc.  
Attn: Rob Brockway  
55 Nadeua Drive  
Rochester, NH 03867

<p>Squibb Taylor Inc Attn: Bill Sands 10480 Shady Trail #106 Dallas, TX 75220</p> <p>The Garden City Group Paul Kinealy 190 South Lasalle St Chicago, IL 60603</p> <p>U.S. Dept. of Justice Attn: Ellen Slight 1007 Orange St., Ste 700 P.O. Box 2046 Wilmington, DE 19899</p> <p>United Steelworkers Att: David R. Jury, Assoc. Gen. Counsel Five Gateway Center, Room 807 Pittsburgh, PA 15222</p> <p>Vorys Sater Seymour and Pease LLP Att: Tiffany Strelow Cobb, Esq. Atty for Worthington Cylinder Corp. 52 East Gay Street Columbus, OH 43215</p> <p>Womble Carlyle Sandridge &amp; Rice, PLLC Att: Steven K. Kortanek, Esq. Atty for Consenting Noteholders 222 Delaware Avenue, Suite 1501 Wilmington, DE 19801</p>	<p>Supreme-Lake Attn: Tony Fazzone 455 Atwater St Po Box 19 Plantsville, CT 06479</p> <p>Thomas &amp; Betts Corp.(Order) Attn: John Tallas 8155 T&amp;B Boulevard Memphis, TN 38125</p> <p>U.S. Dept. of Justice U.S. Attorney General Eric H. Holder, Jr., Esq. 950 Pennsylvania Ave., NW Washington, DC 20530</p> <p>Vollrath Co. Inc. Attn: Tom Potts 1236 N. 18th Street Sheboygan, WI 53082-0611</p> <p>Vorys Sater Seymour and Pease LLP Att: Randall D. Latour, Esq. Atty for Worthington Cylinder Corp. 52 East Gay Street Columbus, OH 43215</p> <p>Worthington Cylinders Corp. Attn: Dusty McClintock P.O. Box 391 200 Old Wilson Bridge Rd. Columbus, OH 43085-0391</p>
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DATED at Brattleboro, Vermont, this 19<sup>th</sup> day of January, 2010.



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