

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

In re:	Chapter 11
TAYLOR-WHARTON INTERNATIONAL LLC, <i>et al.</i> , ¹	Case No. 09-14089 (BLS) (Jointly Administered)
Debtors.	Re: Docket No. 153

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING
PROCEDURES FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

Upon the Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (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); (iii) the relief requested in the Motion is in the best interest of the Debtors, their estates and creditors; and (iv) notice of the Motion and the hearing was sufficient under the circumstances; and the record herein, and after due deliberation, good and sufficient cause exists for the relief requested. Accordingly, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED as set forth herein.
2. Except as otherwise provided in an order of the Court authorizing the retention of

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).

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

a particular professional, the professionals specifically retained pursuant to an order of the Court in these cases (collectively, the “Professionals”) may seek interim payment of compensation and reimbursement of expenses in accordance with the following procedures (collectively, the “Compensation Procedures”):

A. No earlier than the 15th day of each calendar month following the calendar month for which compensation is sought (a “Request Date”), each Professional seeking interim compensation must file with the Court and submit a monthly fee and expense application (a “Monthly Application”) to: (i) the Debtors, 4718 Old Gettysburg Road, Suite 300, Mechanicsburg, PA 17055 (Attn: Leonard York); (ii) counsel to Debtors, Reed Smith LLP, 1201 N. Market, Suite 1500, Wilmington, DE 19801 (Facsimile: (302) 778-7575) (Attn: Mark W. Eckard) and 599 Lexington Avenue, New York, New York 10022 (Facsimile: (212) 521-5450) (Attn: Mark D. Silverschotz and Han J. Ahn); (iii) counsel for the post-petition lenders, Latham & Watkins, 233 South Wacker Drive, Suite 5800, Chicago IL 60606 (Attn: Richard Levy) and Proskauer Rose LLP, One International Place, Boston, MA 02110 (Attn: Stephen Boyko); (iv) counsel to any official committee appointed (“Committee”); and (v) the Office of the United States Trustee, 844 North King Street, Room 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Mark S. Kenney) (collectively, the “Notice Parties”). Each Notice Party will have 20 days after service of a Monthly Application (the “Review Period”) to review the Monthly Application. At the expiration of the Review Period, a Professional may file a certificate of no objection with the Court with respect to the unopposed portion of fees and expenses requested in its Monthly Application (a “CNO”). After a CNO is filed, the Debtors will promptly pay each Professional an amount (the “Actual Interim Payment”) equal to the lesser of (i) 80 percent of the fees and 100 percent of the expenses requested in the Professional’s Monthly Application (the “Maximum Interim Payment”) or (ii) the aggregate amount of fees and expenses not subject to an objection pursuant to subparagraph (B) below.

B. If one of the Notice Parties objects to the interim payment of compensation or reimbursement of expenses sought in a particular Monthly Application (a “Requested Amount”), any such party shall (i) prepare and file with the Court a written statement of its objection, along with an affidavit setting forth the precise nature of the objection and the amount of objectionable fees and expenses at issue (collectively, an “Objection”); and (ii) serve the Objection on the Professional that submitted the Monthly Application and the other Notice Parties so that the Objection is received by these parties by the end of the Review Period. Thereafter, the objecting party and the affected Professional may

attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution of the Objection within 20 days after service of the Objection (or longer if both the objecting party and the affected party agree to extend the time period), the affected Professional may either: (i) file the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Interim Payment and the Actual Interim Payment made to the affected Professional (the "Incremental Amount"); or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and dispose of the Objection if requested by the parties.

- C. Each Professional may submit its initial Monthly Application on or after January 15, 2010. This initial Monthly Application will cover the period from the Petition Date through December 31, 2009.
 - D. At three-month intervals, each of the Professionals may file with the Court and serve on the Notice Parties an application pursuant to Section 331 of the Bankruptcy Code (an "Interim Fee Application") for interim Court approval and allowance of fees and reimbursement of expenses incurred by the Professional during the prior three months (the "Interim Fee Period"). Interim Fee Applications may be filed within 45 days after the end of the Interim Fee Period for which the application seeks allowance of fees and reimbursement of expenses. The first Interim Fee Application may be filed on or before April 15, 2010, and would cover the Interim Fee Period from the Petition Date through February 28, 2010.
 - E. The Debtors will request that the Court schedule a hearing on the Interim Fee Applications at least once every three months, or at such other interval as the Court deems appropriate.
 - F. The pendency of an Objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from the future payment of compensation or reimbursement of expenses under the Compensation Procedures.
 - G. Neither (i) the payment of or the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses under the Compensation Procedures nor (ii) the filing of or failure to file an Objection will bind any party in interest or the Court with respect to the allowance of applications for compensation and reimbursement of expenses of Professionals.
3. Notice of interim and final fee applications shall be served on (a) the Notice


Parties and (b) all parties that have filed a notice of appearance with the Clerk of this Court and requested such notice. The Notice Parties shall be entitled to receive both the fee applications and the notice of hearing thereon (the "Hearing Notice"), and all other parties entitled to notice shall receive only the Hearing Notice, unless they request in writing (at their expense) a copy of the fee application from the applicant. Notice given in accordance with this paragraph is deemed sufficient and adequate and in full compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of this Court.

4. The Debtors shall include all payments to Professional on their monthly operating reports, detailed so as to state the amount paid to the Professionals.

5. All time periods referenced in this order shall be calculated in accordance with Bankruptcy Rule 9006(a).

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this order.

Dated: January 28, 2010
Wilmington, Delaware



Honorable Brendan L. Shannon
United States Bankruptcy Judge