

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

In re:

TAYLOR-WHARTON INTERNATIONAL
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 09-14089 (BLS)

Joint Administration Pending

**NOTICE OF APPEARANCE AND
REQUEST FOR NOTICES AND PAPERS**

PLEASE TAKE NOTICE that the attorneys identified below hereby appear as co-counsel to Carlyle Mezzanine Partners, L.P.; Audax Mezzanine Fund II, L.P.; Partners Group Access 55, L.P.; Audax Co-Invest, L.P.; Audax Trust Co-Invest, L.P.; AFF Co-Invest, L.P. (collectively, “Consenting Noteholders”) and file this Notice of Appearance and Request for Notices and Papers pursuant to Section 1109(b) of title 11, United States Code (the “Bankruptcy Code”) and Rule 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and request, pursuant to Bankruptcy Rules 2002, 3017 and 9007 and Sections 342 and 1109(b) of the

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 (68901); 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).

Bankruptcy Code, that copies of all notices and pleadings given or filed in this bankruptcy case be given and served on Consenting Noteholders by serving:

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Please take further notice that the foregoing request includes not only the notices and papers referred to in the Bankruptcy Rules but also includes, without limitation, any notice, application, complaint, demand, motion, petition, pleading or request, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, messenger delivery, telephone, facsimile, telegraph, telex or otherwise filed or made with regard to the referenced case and proceedings herein.

This Notice of Appearance and Request for Notices and Papers shall not be deemed or construed to be a waiver of the rights of Consenting Noteholders (i) to have final orders in non-core matters entered only after de novo review by a district judge, (ii) to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case,

(iii) to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (iv) to assert or exercise any other rights, claims, actions, defenses, setoffs, or recoupments to which Consenting Noteholders are or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved.

Dated: November 20, 2009

WOMBLE CARLYLE SANDRIDGE & RICE, PLLC

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