

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

In re:

TAYLOR-WHARTON  
INTERNATIONAL LLC<sup>1</sup>, et al.,

Debtors.

Chapter 11

Case No. 09-14089 (BLS)  
Jointly Administered

Hearing Date: May 25, 2010 at 11:30 a.m. (ET)  
Objection Deadline: May 19, 2010 at 4:00 p.m. (ET)  
Reply Deadline: May 21, 2010 at 4:00 p.m. (ET)

Re: Docket No. 303

**NOTICE OF PARTIAL WITHDRAWAL OF RELIEF  
REQUESTED IN MOTION FOR AN ORDER UNDER  
11 U.S.C. §1113(c) AUTHORIZING REJECTION OF CERTAIN  
COLLECTIVE BARGAINING AGREEMENTS**

Taylor-Wharton International LLC (“TWI”), together with its affiliated debtors and debtors in possession (collectively, the “Debtors”), by and through their undersigned counsel, respectfully gives notice to this Court and all parties in interest (the “Notice”) that it is withdrawing its request for certain relief in the *Motion for Order Under 11 U.S.C. §1113(c) Authorizing Rejection of Collective Bargaining Agreements* filed on May 7, 2010 at Doc. No. 303 (the “Motion”). In support of this Notice, the Debtors state as follows:

1. In the Motion, the Debtor requested authority to reject three collective bargaining agreements with the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union, AFL-CIO (the “USW”). The Motion identified the three contracts as the Sherwood Agreement<sup>2</sup> (covering the Washington

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<sup>1</sup> 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).

<sup>2</sup> All terms not otherwise defined herein shall have the same meaning ascribed in the Motion.

Facility), the AWT Agreement (covering the Fremont Facility), and the Cylinders Agreement (covering the Harrisburg Facility).

2. Subsequent to filing the Motion, the Debtors continued to negotiate with the USW regarding modifications to all three Labor Agreements. As a result of these discussions, the Debtors and the USW agreed to the terms of a closing agreement for the Harrisburg Facility (the “Closing Agreement”). The Debtors and the USW also agreed to a modification of the AWT Agreement (the “Modified AWT Agreement”). Pursuant to a vote taken on May 17, 2010, the hourly employees at the Fremont Facility voted to ratify the Modified AWT Agreement. The USW informed the Debtors that ratification is not required for the Closing Agreement.

3. The Debtors intend to file a motion with the Court seeking authority to assume the Modified AWT Agreement under Section 365 of the Bankruptcy Court. The Debtors also intend to file a motion seeking authority under Section 363 of the Bankruptcy Court to enter into the Closing Agreement.

4. As a result of the above arrangements, the Debtors no longer seek to terminate the AWT Agreement and Harrisburg Agreement. Accordingly, the Debtors hereby withdraw, without prejudice,<sup>3</sup> their request to reject the AWT Agreement and Cylinders Agreement as set forth in the Motion.

5. The Debtors intend to prosecute the Motion with respect to their request for authority to reject the Sherwood Agreement pursuant to Section 1113 of the Bankruptcy Code.

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<sup>3</sup> The withdrawal is without prejudice until such time as the Court enters orders authorizing the Debtors to enter into the CBA Modifications.

Dated: May 20, 2010  
Wilmington, Delaware

Respectfully submitted,

**REED SMITH LLP**

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