

ORIGINAL

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)
(Joint Administration Pending)

Re: Docket No. 14

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 345(b), FED. R. BANKR.P. 2015
AND DEL. BANKR. L.R. 2015-2 (I) AUTHORIZING AND APPROVING CONTINUED
USE OF CASH MANAGEMENT SYSTEM, (II) AUTHORIZING USE OF PRE-
PETITION BANK ACCOUNTS AND BUSINESS FORMS, AND
(III) WAIVING THE REQUIREMENTS OF 11 U.S.C. § 345(b) ON AN INTERIM BASIS**

Upon the Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a) and 345(b), Fed. R. Bankr. P. 2015 and Del. Bankr. L.R. 2015-2 for an Order (I) Authorizing and Approving Continued Use of Cash Management System, (II) Authorizing Use of Pre-petition Bank Accounts and Business Forms, and (III) Waiving the Requirements of 11 U.S.C. § 345(b) on an Interim Basis (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) venue of these Cases and the Motion are proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; (iv) notice of the Motion and the hearing was sufficient under the circumstances; and (v) upon the Declaration of Leonard York in Support of Debtors' Chapter 11 Petitions and First Day

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 meanings ascribed to them in the Motion.

Motions 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. The Debtors are authorized to continue utilizing their current Cash Management System.
3. The Cash Management Banks participating in the Cash Management System shall not be liable to the Debtors or to their estates for honoring checks and other items, including, but not limited to, all electronic fund transfers, to include, but not limited to, wire transfers, automated clearing house transfers, bank book transfers, international SWIFT transfers and other similar transfers or items drawn on any account that is the subject of this Order (a) at the direction of the Debtors, (b) in a good faith belief that the Court has authorized such pre-petition check or item to be honored, or (c) as a result of an innocent mistake made despite implementation of reasonable item handling procedures.
4. No financial institution shall assert any chargebacks against the Debtors' deposits in the Credit Card Clearing Accounts absent relief from the stay.
5. The Debtors are not required to close the Debtors' Bank Accounts and open new post-petition bank accounts and the U.S. Trustee's guideline requiring such is hereby waived.
6. The Debtors' Bank Accounts are deemed to be debtor-in-possession accounts and the Debtors are authorized to maintain and continue using these accounts in the same manner and with the same account numbers, styles and document forms as those employed prior to the Petition Date.

7. The Debtors are authorized to continue to maintain their business relationships and to undertake transactions between each other in the ordinary course and constant with past practice.

8. The Debtors are also authorized to continue to use all their correspondence and business forms existing immediately before the Petition Date without reference to the Debtors' status as debtors-in-possession.


9. The Cash Management Banks may continue to set off ordinary course administrative fees against funds contained in the Debtors' Bank Accounts in a manner as is regular and customary between such banks and the Debtors.

10. The Debtors shall forthwith notify the Cash Management Banks of the entry of this Order and shall provide the Cash Management Banks with a copy of this Order. The Debtors shall instruct the Cash Management Banks to internally code the Debtors' Bank Accounts as debtor-in-possession accounts.

11. The requirements of Section 345(b) are waived on an interim basis and the Debtors are hereby permitted to maintain their deposits in their accounts in accordance with their existing deposit practices; provided, that if the United States Trustee objects to final approval of the waiver on or before Dec. 30, 2009, then a hearing with respect thereto shall be conducted on Jan. 6, 2009 at 9:30a.m. Otherwise the waiver shall become final pursuant to the terms of this Order.

12. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the interpretation and implementation of this Order.

Dated: November 20, 2009


United States Bankruptcy Judge