

**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)
Jointly Administered

Re: Docket Nos. 260, 280 & 288

**FIRST OMNIBUS ORDER AWARDING INTERIM AND
FINAL ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES**

Upon the Interim Application Requests (the “Interim Requests”) identified on Exhibit A attached hereto and incorporated herein by reference and the final application requests (the “Final Requests”) identified on Exhibit B attached hereto and incorporated herein by reference, of the entities identified on Exhibits A and B (the “Applicants”) for interim or final approval and allowance of the professional fees and reimbursement of expenses, incurred in connection therewith in the above-captioned Chapter 11 cases in the amounts set forth on Exhibits A and B, and pursuant to the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Administrative Order”; D.I. 181), 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, the Interim Requests, and the Final Requests are proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; (iv) notice of the Interim Requests, the Final Requests, and the hearing were sufficient under the circumstances; (v) it appearing that the requested

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). Each of the Debtors has a principal place of business at 4817 Old Gettysburg Road, Mechanicsburg, Pennsylvania 17055.

compensation and expense reimbursement reflected in the Interim Requests and Final Requests are reasonable; and (vi) upon the record herein, and after due deliberation, good and sufficient cause exists for the relief requested. Accordingly, it is hereby

ORDERED that:

1. Each Applicant's request for compensation for reasonable and necessary professional services performed and for reimbursement of actual and necessary costs and expenses incurred in connection therewith in the above-captioned Chapter 11 cases in the amounts set forth on Exhibit A hereto, are hereby approved and allowed on an interim basis.

2. To the extent that the fees and expenses have not already been paid pursuant to the Administrative Order, the Debtors are authorized and directed to pay the Applicants 100% of any and all fees and 100% of any and all expenses listed on Exhibit A, including any holdbacks; provided however, that all fees and expenses paid as authorized herein are subject to final allowance by the Court pursuant to the terms of the Administrative Order.

3. Each Applicant's request for final compensation for reasonable and necessary professional services performed and for reimbursement of actual and necessary costs and expenses incurred in connection therewith in the above-captioned Chapter 11 cases in the amounts set forth on Exhibit B hereto, are hereby approved and allowed on a final basis.

4. To the extent that the fees and expenses have not already been paid pursuant to the Administrative Order, the Debtors are authorized and directed to pay the Applicants 100% of any and all fees and 100% of any and all expenses listed on Exhibit B, including any holdbacks.

Dated: June 7, 2010
Wilmington, Delaware

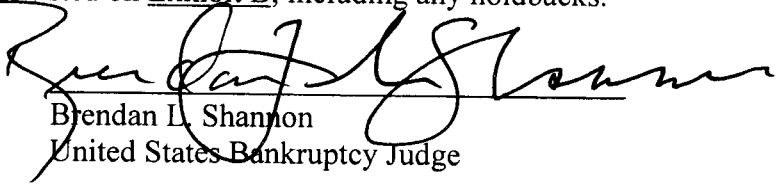

Brendan L. Shannon
United States Bankruptcy Judge

EXHIBIT A

Taylor Wharton
Exhibit A to First Omnibus Fee Order

(1) Applicant	(2) Period	(3) Total Fees Requested		(4) Total Expenses Requested For the Period		(5) Amount of Fees For Which Payment Was Requested In Monthly Applications (80%)	(6) Amount of Expenses For Which Payment Was Requested In Monthly Applications (100%)	(7) Amount of Holdback Fees Requested (20%)	(8) Total Amount of Fees and Expenses Approved	
		For the Period (100%)		(100%)					For the Period (100%)	
DEBTORS' PROFESSIONALS										
Alvarez & Marsal Securities, LLC (Bankruptcy Consultant to Debtors)	12/1/09 - 2/28/10	\$450,000.00	\$1,467.76	\$360,000.00	\$1,467.76	\$90,000.00	\$451,467.76		\$451,467.76	
	(1st Int. - DI #260)									
Reed Smith LLP (Debtor Counsel)	11/18/09 - 2/28/10	\$664,448.50	\$23,786.50	\$531,558.80	\$23,786.50	\$132,889.70	\$688,235.00		\$688,235.00	
	(1st Int. - DI #280)									
GRAND TOTAL:		\$1,114,448.50	\$25,254.26	\$891,558.80	\$25,254.26	\$222,889.70	\$1,139,702.76		\$1,139,702.76	

Please note that the listing in Columns (5) and (6) are amounts of fees and expenses for which payment was requested in monthly applications and is not intended to and should not be construed as a finding by the Court or an admission by the referenced Applicant that such amounts were actually paid by the Debtors.

EXHIBIT B

**Taylor Wharton
Exhibit B to First
Omnibus Fee Order**

(1) Applicant	(2) Period	(3) Total Fees Requested		(4) Total Expenses Requested For the Period		(5) Amount of Fees For Which Payment Was Requested In Monthly Applications		(6) Amount of Expenses For Which Payment Was Requested In Monthly Applications		(7) Amount of Holdback Fees Requested (20%)	(8) Total Amount of Fees and Expenses Approved	
		For the Period (100%)		For the Period (100%)		For the Period (80%)		For the Period (100%)			For the Period (100%)	
DEBTORS' PROFESSIONALS												
The Boathouse Group, LLC (Bankruptcy Consultant to Debtors)	11/18/09-2/28/10 (1st Interim & Final - DI #288)	\$90,620.00		\$5,429.48		\$72,496.00		\$5,429.48		\$18,124.00		\$96,049.48
GRAND TOTAL:		\$90,620.00		\$5,429.48		\$72,496.00		\$5,429.48		\$18,124.00		\$96,049.48

Please note that the listing in Columns (5) and (6) are amounts of fees and expenses for which payment was requested in monthly applications and is not intended to and should not be construed as a finding by the Court or an admission by the referenced Applicant that such amounts were actually paid by the Debtors.