

**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 No. 104 and 323

**ORDER GRANTING DEBTORS' MOTION FOR AUTHORITY TO REJECT
EXECUTORY CONTRACTUAL AGREEMENTS WITH HARSCO CORPORATION
AND AN UNEXPIRED LEASE OF NON-RESIDENTIAL REAL PROPERTY *NUNC
PRO TUNC***

Upon consideration of the First Omnibus Motion of Debtors and Debtors in Possession for an Order Pursuant to 11 U.S.C. §§ 105(a), 365(a) and 554(a) and Rule 6006 of the Federal Rules of Bankruptcy Procedure Authorizing the Rejection of Executory Contractual Agreements with Harsco Corporation and an Unexpired Lease of Non-Residential Real Property *Nunc Pro Tunc* (the "Motion")² and the Court having found 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 having found, after due deliberation, that good and sufficient cause exists for

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.

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

the relief requested in the Motion, accordingly, it is hereby

ORDERED, ADJUDGED AND DECREED as follows:

1. The Motion is granted as set forth herein.
2. Each of the Contracts set forth in Exhibit A to the Motion and the Lease set forth on Exhibit B to the Motion are hereby rejected, effective *nunc pro tunc* to the Rejection Effective Date provided for in the Motion.
3. All claims that arise out of or are related to the rejection of the Contracts shall be deemed to be a part of Harsco's allowed claim, as provided for in Paragraph 3 of that certain Stipulation of Settlement Between Debtors and Harsco Corporation filed on May 12, 2010 at Docket Item No. 323.
4. The Debtors' right to argue that the Lease is not an unexpired Lease and the Debtors' right to contest any claim that arises out of the rejection of the Lease are hereby reserved.
5. This Order shall be binding on the Debtors and all parties to the Contracts and Lease.
6. The Debtors are hereby directed to serve on each of the non-debtor parties to the Contracts and Lease a copy of this Order.
7. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
8. This Court shall retain jurisdiction with respect to all matters arising from or related to the interpretation and implementation of this Order.

Dated: June 7, 2010


Honorable Brendan L. Shannon
United States Bankruptcy Judge