

**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: D.1. 336

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 327, 328, 330 AND 363
(I) AUTHORIZING DEBTORS TO ENTER INTO AUCTIONEER
RETENTION AGREEMENT, (II) APPROVING RETENTION AND
EMPLOYMENT OF STUART B. MILLNER & ASSOCIATES, AND (III)
AUTHORIZING ASSET SALES FREE AND CLEAR OF ALL INTERESTS**

Upon the Debtors' Motion (the "Motion")² Pursuant to 11 U.S.C. §§ 105(a), 327, 328, 330 and 363 for an Order (I) Authorizing Debtors to Enter Into Auctioneer Retention Agreement, (II) Approving Retention and Employment of Stuart B. Millner & Associates, And (III) Authorizing Asset Sales Free And Clear Of All Interests, 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 the above-captioned bankruptcy 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 consideration of the record herein, and after due deliberation, good and sufficient cause exists for the relief requested.

Accordingly, it is hereby,

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 meanings ascribed to them in the Motion.

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is granted as set forth herein.
2. The Auctioneer Agreement is approved and the Debtors are authorized to enter into the Auctioneer Agreement.
3. The Debtors are authorized to retain and employ the Auctioneer at the expense of their chapter 11 estates, pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1.
4. The Auctioneer shall provide the services contemplated under the Auctioneer Agreement and shall be compensated under the terms and conditions set forth in the Auctioneer Agreement and in accordance with section 328(a) of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules and any other applicable orders of this Court.
5. The Auctioneer is not required to apply for interim or final compensation under sections 330 and 331 and is allowed to receive payment in accordance with the Auctioneer Agreement without further notice or order of this Court.
6. The Debtors are authorized, without the need for any further Order of this Court, to conduct the sale of the Remaining Assets consistent with the Auctioneer Agreement.
7. Any or all of the Remaining Assets to be sold or transferred by the Debtors in connection with the sale of the Remaining Assets shall be sold and/or transferred on a final, "AS IS / WHERE IS" basis, free and clear of any and all Interests, including all liens, claims and encumbrances, if any, with any Interests to attach to the net proceeds of the sale of the Remaining Assets in the same order, priority and force and effect as the Interest presently hold in the Remaining Assets.

8. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

9. Notwithstanding any applicability of Federal Rule of Bankruptcy Procedure 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the interpretation and implementation of this Order.

Dated: June 9, 2010


United States Bankruptcy Judge