

**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. 387

**AGREED ORDER PURSUANT TO 11 U.S.C. §§ 365 AND 1113
AUTHORIZING THE MODIFICATION AND ASSUMPTION OF
THE AMERICAN WELDING & TANK LLC COLLECTIVE
BARGAINING AGREEMENT AS MODIFIED**

Upon consideration of the Motion of the Debtors, Taylor-Wharton International LLC, *et al.*, Pursuant to 11 U.S.C. §§ 365 and 1113 for an Order Authorizing the Modification and Assumption of the American Welding & Tank LLC Collective Bargaining Agreement (the "Motion"), and it appearing that: (i) appropriate notice of the Motion has been given; (ii) the Court has jurisdiction to consider the relief requested pursuant to 28 U.S.C. §§ 157 and 1334; and (iii) it appearing that the relief requested in the Motion is in the best interests of the Debtor, its estate, and creditors, and after due deliberation and good and sufficient cause appearing, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion be, and hereby is, GRANTED.
2. Pursuant to 11 U.S.C § 1113, AWT is hereby authorized and directed to modify the terms of the AWT Agreement² in accordance with the May 13 Proposal.

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).

3. Pursuant to 11 U.S.C. §§ 365 and 1113, AWT is hereby authorized and directed to assume the Amended and Restated AWT Agreement.

4. The Debtors are hereby authorized and empowered to take such steps as may be necessary to implement and effect the terms and requirements of this Order.

Dated: July 8, 2010


UNITED STATES BANKRUPTCY JUDGE

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² Capitalized terms used but not defined herein shall have the same meanings given to them in the Motion.