

**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. 10

**INTERIM ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 366
FINDING UTILITIES ADEQUATELY ASSURED OF PAYMENT
AND ESTABLISHING FURTHER PROCEDURES**

Upon consideration of the Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a) and 366 for an Order Finding Utilities Adequately Assured of Payment and Establishing Further Procedures (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 were sufficient under the circumstances; (v) the requirements of Bankruptcy Rule 6003 have been satisfied; and (vi) upon the Declaration of Leonard York in Support of the First Day Motions (the “York Declaration”) and 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).

² Capitalized terms not defined herein shall have the same meaning that has been ascribed to them in the Motion.

ORDERED, ADJUDGED AND DECREED THAT,

1. The Motion is GRANTED as set forth herein.
2. Each of the Utility Providers identified on Exhibit A attached hereto is adequately assured of payment pursuant to Section 366(c)(1)(A)(i) of the Bankruptcy Code due to: (i) the Debtors' available cash, together with the Debtors' DIP Financing, (ii) the Debtors' adequate assurance prepayments of the Deposit in an amount up to \$1.2 million, but in any event not less than \$700,000.00; and (iii) all such additional assurances, if any, that the Debtors have agreed, or may agree, to provide to any Utility Provider.
3. The Utility Providers are prohibited from altering, refusing, discontinuing or terminating services for lack of adequate assurance of post-petition payment, on the basis of the Debtors' commencement of their bankruptcy cases, or on the basis of a debt owed by the Debtors for service rendered prior to the Petition Date that was not paid when due.
4. To the extent that any Utility Provider believes that the measures provided in this Utility Order do not provide adequate assurance of payment and absent a default in payment for postpetition services, such Utility Provider shall have thirty (30) days from the date of this Utility Order to request additional assurance by serving a written request for such additional assurance (a "Request") upon counsel for the Debtors, after which the Debtors may enter into agreements with such Utility Provider regarding the provision of adequate assurance of payment without further order of this Court. To the extent that the Debtors and such Utility Provider are unable to reach an agreement regarding the Request, the Court, upon application of either party, shall schedule a hearing to determine the appropriate amount, if any, of additional adequate assurance to which such Utility Provider is entitled. Any Utility Provider filing a Request shall be deemed to be adequately assured of payment for post-petition services until entry of an order resolving

such a dispute in favor of the Utility Provider.

5. Upon the discovery of any Additional Utility Provider who is currently not on the Utility Service List, the Debtors shall provide notice to such Additional Utility Provider of this Utility Order and, contemporaneously with service of the notice, the Debtors shall file with the Court a corresponding supplement to the Utility Service List.

6. Absent a default in the payment for postpetition services, additional Utility Providers shall have twenty (20) day from the date of service of the Utility Order to request additional assurance, if any, from the Debtors by serving a Request for such additional assurance upon counsel for the Debtors. If an Additional Utility Provider timely serves a Request and the Debtors and such Additional Utility Provider are unable to resolve the dispute, the Court, upon application of either party, shall schedule a hearing to determine the appropriate amount, if any, of additional adequate assurance to which such Additional Utility Provider is entitled. Any Additional Utility Provider filing a Request shall be deemed to be adequately assured of payment for post-petition services until entry of an order resolving such a dispute in favor of the Additional Utility Provider.

7. The inclusion or exclusion of any entity on or from Exhibit A or on or from any amended Exhibit A shall not constitute an admission that such entity is or is not a utility company within the meaning of 11 U.S.C. § 366. This Order specifically reserves the rights of the Debtors to argue that (a) any of the entities now or hereafter listed on Exhibit A are not “utilities” within the meaning of section 366 of the Bankruptcy Code, and (b) any such entity is compelled by contractual obligation, state or local law, or otherwise, to continue to furnish services to the Debtors notwithstanding the Debtors filing for relief under Chapter 11 of the Bankruptcy Code.

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 Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Deadline by which objections to the Motion and the Interim Order must be filed is Dec. 30, 2009 at 4:00 p.m. (Eastern). A final hearing, if required, on the Motion will be held on Jan. 6, 2009, at 9:30 a.m. (Eastern).

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

Dated: November 20, 2009
Wilmington, Delaware


UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Utilities for US Operations

VENDOR NAME	Vendor Address	Vendor Number with Utility Company	UTILITY	Company
Allegheny Power	PO Box 1392 Fairmont, WV 26555-1392	1 54 22 020 30246 1	Electric	SHERWOOD
Allegheny Power	PO Box 1392 Fairmont, WV 26555-1392	1 54 09 011 02750 1	Electric	SHERWOOD
Allegheny Power	PO Box 1392 Fairmont, WV 26555-1392	1 54 09 011 02700 1	Electric	SHERWOOD
Allied Waste	73 W. Noblestown Rd. Carnegie, PA 15106-1668	3 0264-4988150	Waste Removal	SHERWOOD
AT&T	PO Box 8100 Aurora, IL 60507-8100	216 961 1570 326 2	Phone	SHERWOOD
Columbia Gas of PA	PO Box 910 Smithfield, PA 15478	12983664 001 000 0	Gas	SHERWOOD
Dominion East Ohio	PO Box 5759 Cleveland, OH 44101	50245	Fuel	SHERWOOD
Energy Cooperative of NY	325 Delaware Ave. Ste. 102A PO Box 17 Buffalo, NY 14205	ECNY Acct# 651 Acct# 4421657	Gas	SHERWOOD
Equipment Merchants International	PO Box 931326 Cleveland, OH 44193	Cust.#2272 acct# 01379360009-2	Water/Sewer	SHERWOOD
Illuminating Company	76 S. Main St. A-RPC Akron, OH 44306-1890	11 00 22 4194 2 5	Electric	SHERWOOD
National Grid	300 Erie Blvd. West Syracuse, NY 13202	98590 35107	Electric	SHERWOOD
Pennsylvania American Water	PO Box 578 Alton, IL 62002-0578	24-0042999-5	Water	SHERWOOD
Pennsylvania American Water	PO Box 578 Alton, IL 62002-0578	24-0043964-8	Water	SHERWOOD
Telcelve	1025 Eldorado Blvd. Broomfield, CO 80021	2007031219131487	Phone	SHERWOOD
Verizon	PO Box 660748 Dallas, TX 75266-0748	724 229 8932 506 21Y	Phone	SHERWOOD
Verizon	PO Box 660748 Dallas, TX 75266-0748	724 225 4043 845 37Y	Phone	SHERWOOD
Verizon	PO Box 660748 Dallas, TX 75266-0748	724 250 2560 745 07Y	Phone	SHERWOOD
Verizon Business	PO Box 371322 Pittsburgh, PA 15250-7322	Corp ID# VN93253018 Bill Payer ID# Y2388200	Phone	SHERWOOD
Verizon Business	PO Box 371355 Pittsburgh, PA 15250-7355	Corp ID# VN93287453 Bill Payer ID# Y2435028	Phone	SHERWOOD
Verizon Business	PO Box 371355 Pittsburgh, PA 15250-7355	Corp ID# VN93287453 Bill Payer ID# Y2435027	Phone	SHERWOOD
Washington-East Washington Joint Authority	60 East Beau St. Washington, PA 15301-0510	1093*3990*1	Sewer	SHERWOOD
Waste Management	625 Cherrington Pkwy. Coraopolis, PA 15108	680 0019218 0068 4	Waste Removal	SHERWOOD
Waste Management	625 Cherrington Pkwy. Coraopolis, PA 15108	680 0176745 0068 5	Waste Removal	SHERWOOD
Waste Management	1006 W. Walnut St. Canal Winchester, OH 43110	215 0137475 1378 9	Waste Removal	SHERWOOD
Waste Management	1006 W. Walnut St. Canal Winchester, OH 43110	215 0076389 1378 5	Waste Removal	SHERWOOD
Wheatfield Water Division	2800 Church Rd. N. Tonawanda, NY 14120	53-1215000-0	Water	SHERWOOD

Utilities for US Operations

VENDOR NAME	Vendor Address	Contract Number/Utility Company	UTILITY	Company
ALLIED WASTE SERVICES #263	4005 TIFFIN AVE, Sandusky OH, 44870	302639614074	Waste	AWT
ALLTEL	One Allied Drive, Little Rock AR, 72202	6290089074073	Phone	AWT
ALLTEL	BUILDING 4 THIRD FLOOR	1902446028638, 2002472989638, 6902464210638	Phone	AWT
AMERICAN ELECTRIC CO	P O BOX 24002, Canton OH, 44701	07586640006, 07164390705	Electric	AWT
AT&T	PO BOX 105262, Atlanta GA, 30348	91242777115843167, 91242768707003162, 912427705843166	Phone	AWT
AT&T	PO BOX 8100, Aurora IL, 60507	419R9410697692, 41935587164836	Phone	AWT
BLOOMFIELD, CITY OF	111 W FRANKLIN, Bloomfield IA, 52537	120310000	Gas/Water	AWT
CITIZENS MUTUAL TELEPHONE COOP	114 W JEFFERSON, Bloomfield IA, 52537	8588	Phone	AWT
COLUMBIA GAS	PO BOX 9001847, Louisville KY, 45274	4388	Gas	AWT
COMMERCIAL SANITATION	PO BOX 541, Ottumwa IA, 52501	N/A	Waste	AWT
CRAB ORCHARD UTILITY	2089 EAST FIRST STREET, Crossville TN, 38555	000222050001	Water	AWT
CUMBERLAND WASTE DISPOSAL	81 STEVENS, Crossville TN, 38555	60331850, 603312069	Waste	AWT
FREMONT, CITY OF	323 South Front St, Fremont OH, 43420	4011980100, 4011980200	Water	AWT
FRONTIER	1398 S WOODLAND BLVD, Deland FL, 32720	93148415210101644	Phone	AWT
INTERSTATE GAS SUPPLY INC	PO BOX 631919, Cincinnati OH, 45263	01871	Gas	AWT
MARK TWAIN RURAL TELEPHONE	HWY 6 EAST BOX 68, Hurdland MO, 63547	3236, 3237, 3235	Phone	AWT
MCI	PO BOX 4644, Iowa City, IA 52244	08691268162	Phone	AWT
MIDDLE TN NATURAL GAS	PO BOX 670, Smithville TN, 37166	247695145946, 247694145945	Gas	AWT
OTTUMWA, CITY OF	105 East Third Street, Ottumwa IA, 52501	40110	Waste	AWT
QUESTAR GAS	P O BOX 45841, Salt Lake City UT, 84139	4608620000, 8467311000	Gas	AWT
QWEST	PO BOX 29040, Phoenix AZ, 85038	O8011116107309M	Phone	AWT
ROCKY MOUNTAIN POWER	1033 NE 6TH AVENUE, Portland OR, 97256	385874660017	Electric	AWT
SATILLA RURAL ELECT	P.O Box 906, Alma GA, 31510	3706801, 3706803, 3706805, 3706806, 3706811, 3706812, 3706804, 3706809, 3706813	Electric	AWT
SATILLA RURAL ELECT	P.O Box 906, Alma GA, 31510	21965701, 21965702	Electric	AWT
SOUTHERN IOWA ELECT CO-OP	P O BOX 70, Bloomfield IA, 52537	13655002, 13655001	Electric	AWT
SOUTHLAND WASTE SYSTEMS	3473 HARRIS ROAD, Weycross GA, 31503	3616300015091	Waste	AWT
SOUTHSTAR ENERGY SERVICES LLC	PO BOX 945785, Atlanta GA, 30394	GGA1510100	Gas	AWT
VERIZON	PO BOX 9688, Mission Hills CA, 91346	61Y419421508722810	Phone	AWT
VERIZON BUSINESS	PO BOX 371355, Pittsburgh PA, 15250	Y2435031, Y2435029, Y2435030, Y2435032	Phone	AWT
VOLUNTEER ENERGY COOPERATIVE	PO BOX 609, Crossville TN, 38557	400790500, 567110, 310854710	Electric	AWT
WASTE MANAGEMENT	8652 S. 4000 W, West Jordan UT, 84088	585002365205851, 585002365105853	Waste	AWT
WEST JORDAN, CITY OF	8000 REDWOOD ROAD, West Jordan UT, 84088	005703400, 014982301, 000379200	Water	AWT

VENDOR NAME	Vendor Address	Contract Number/Utility Company	UTILITY	Company
AT & T MOBILITY	NATIONALBUSINESS SERVICES, P.O. BOX 9004, CAROL STREAM, IL 60197	BES02528572	TELEPHONE	CORPORATE
AVAYA	P.O. BOX 5332, NEW YORK, NY 10087	102266795	TELEPHONE	CORPORATE
LIQUID INTERACTIVE	9999 HAMILTON BOULEVARD, ONE TEK PARK, SUITE 130, BREINGSVILLE, PA 18031	NONE	WEBHOST	CORPORATE
TELCOVE	P.O. BOX 931843, ATLANTA, GA 31193	2007031219345200	TELEPHONE	CORPORATE
VERIZON	P.O. BOX 28000, LEHIGH VALLEY, PA 18002	717763845086849Y	TELEPHONE	CORPORATE
VERIZON	P.O. BOX 28000, LEHIGH VALLEY, PA 18002	610398035251404Y	TELEPHONE	CORPORATE
VERIZON BUSINESS	P.O. BOX 371322, PITTSBURGH, PA 15250-7322	VN83253018	TELEPHONE	CORPORATE
VERIZON BUSINESS	P.O. BOX 371355, PITTSBURGH, PA 15250	VN93287453	TELEPHONE	CORPORATE
VERIZON CONFERENCING	P.O. BOX 70129, CHICAGO, IL 60673	10006800087701300	TELEPHONE	CORPORATE
VERIZON NETWORK	P.O. BOX 650457, DALLAS, TX 75265	TIN 232743964	TELEPHONE	CORPORATE
VERIZON WIRELESS	P.O. BOX 25505, LEHIGH VALLEY, PA 18002	42135694200001	TELEPHONE	CORPORATE
VERIZON WIRELESS	P.O. BOX 25505, LEHIGH VALLEY, PA 18002	42139240200001	TELEPHONE	CORPORATE

Utilities for US Operations

VENDOR NAME	Address	Account Number/Utility Company	UTILITY	Company
SATILLA RURAL SOUTHSTAR ENERGY	P.O. BOX 906, ALMA, GA 31510-1006 DBA GEORGIA NATURAL GAS, DBA PIEDMONT ENERGY COMPANY, ATLANTA, GA 30394-8785	10334402 GGA1510400	ELECTRIC NATURAL GAS	Cryogenics - JES Cryogenics - JES

VENDOR NAME	Address	Account Number/Utility Company	UTILITY	Company
AT & T	P.O. BOX 105282, ATLANTA, GA 30348-5262	25144386801170500	TELEPHONE	Cryogenics - THEO
ALABAMA POWER	5832 HIGHWAY 90, THEODORE, AL 36852	ACCT. 0003821305	ELECTRICITY	Cryogenics - THEO
ALABAMA POWER	5832 HIGHWAY 90, THEODORE, AL 36852	ACCT. 09555-98008	ELECTRICITY	Cryogenics - THEO
MOBILE AREA WATER	P.O. BOX 2153-DEPT. 1276, BIRMINGHAM, AL 35287-1276	ACCT. 75810	WATER SERVICE	Cryogenics - THEO
MOBILE AREA WATER	P.O. BOX 2153-DEPT. 1276, BIRMINGHAM, AL 35287-1276	ACCT. 75811	WATER SERVICE	Cryogenics - THEO
MOBILE GAS NEOPOST	2828 DAUPHIN STREET, MOBILE, AL 36606 ATTN. CUSTOMER SERVICE, 1335 VALWOOD PARKWAY, SUITE 111, CARROLLTON, TX 75006	ACCT # 330121284 ACCT #43204769-2116946	GAS SERVICE POSTAGE	Cryogenics - THEO Cryogenics - THEO
VERIZON VERIZON NETWORK WASTE MGT.	P.O. BOX 371355, PITTSBURGH, PA 15250-7355 P.O. BOX 650457, DALLAS, TX 75265-0457 P.O. BOX 9001054, LOUISVILLE, KY 40290-1054	ACCT #VN93287453 TIN#23-2743964 ACCT. 131000231921313	METER TELEPHONE TELEPHONE WASTE HAULER	Cryogenics - THEO Cryogenics - THEO Cryogenics - THEO Cryogenics - THEO

VENDOR NAME	Address	Account Number/Utility Company	UTILITY	Company
CENTERPOINT CITY OF HBG.	1111 LOUISIANA, HOUSTON, TX 77002 CITY TREASURER MUNICIPAL BLDG, SUITE 103, HARRISBURG, PA 17101	3958 Q19	GAS WATER	Cylinders - HBG Cylinders - HBG
CITY OF HBG.	CITY TREASURER MUNICIPAL BLDG, SUITE 103, HARRISBURG, PA 17101	Q19A	SEWER	Cylinders - HBG
CITY OF HBG.	CITY TREASURER MUNICIPAL BLDG, SUITE 103, HARRISBURG, PA 17101	Q21	WATER	Cylinders - HBG
P P & L TELCOVE UGI	827 HAUSMAN ROAD, ALLENTOWN, PA 18104 1025 ELDORADO BLVD, BROOMFIELD, CA 80021 P.O. BOX 13009, READING, PA 19612	2893522160 2007031219345203 204312564200	ELECTRIC TELEPHONE GAS	Cylinders - HBG Cylinders - HBG Cylinders - HBG
VERIZON BUSINESS WASTE MANAGEMENT WASTE MANAGEMENT	P.O. BOX 371355, PITTSBURGH, PA 15250 4300 INDUSTRIAL PARK ROAD CAMP HILL, PA 17011 4300 INDUSTRIAL PARK ROAD CAMP HILL, PA 17011	Y2435034 611004332300617 611004332600610	TELEPHONE WASTE WASTE	Cylinders - HBG Cylinders - HBG Cylinders - HBG

Utilities for US Operations

VENDOR NAME	Company	Address	Phone	Services	Notes
AT&T		333 COMMERCE ST SECTION 22 NASHVILLE, TN 37201	2565360131110546	PHONE	Cylinders - HSV
AT&T		333 COMMERCE ST SECTION 22 NASHVILLE, TN 37201	25665054883250544	PHONE	Cylinders - HSV
AT&T		333 COMMERCE ST SECTION 22 NASHVILLE, TN 37201	25665070110010547	PHONE	Cylinders - HSV
AT&T		333 COMMERCE ST SECTION 22 NASHVILLE, TN 37201	25665091003480545	PHONE	Cylinders - HSV
AT&T		333 COMMERCE ST SECTION 22 NASHVILLE, TN 37201	25688140990990544	PHONE	Cylinders - HSV
AT&T		333 COMMERCE ST SECTION 22 NASHVILLE, TN 37201	25688234686510544	PHONE	Cylinders - HSV
AT&T		333 COMMERCE ST SECTION 22 NASHVILLE, TN 37201	25688350761110542	PHONE	Cylinders - HSV
ATMOS ENERGY		13430 NORTHWEST FRWY, STE. 700 HOUSTON, TX 77040-6091	940044	GAS	Cylinders - HSV
CROWN SOLUTIONS CO., LLC		945 SOUTH BROWN SCHOOL ROAD, VANDALIA, OH 45377	1072495	WATER	Cylinders - HSV
HSV UTILITIES		112 Spragins St, Huntsville, AL 35801	2005870316	ELECTRIC	Cylinders - HSV
HSV UTILITIES		112 Spragins St, Huntsville, AL 35801	9009700312	WATER/SEWER	Cylinders - HSV
HSV UTILITIES		112 Spragins St, Huntsville, AL 35801	9009710318	FIRE	Cylinders - HSV
HSV UTILITIES		112 Spragins St, Huntsville, AL 35801	9180500313	PROTECTION	Cylinders - HSV
HSV UTILITIES		112 Spragins St, Huntsville, AL 35801	99094430311	GAS	Cylinders - HSV
VERIZON BUSINESS		PO BOX 371355 PITTSBURGH, PA 15250	Y2435026	ELECTRIC	Cylinders - HSV
WASTE MANAGEMENT		101 SPACEGATE DRIVE NW HUNTSVILLE, AL 35806	090000350120903	PHONE	Cylinders - HSV
WASTE MANAGEMENT		101 SPACEGATE DRIVE NW HUNTSVILLE, AL 35806	090000351420906	WASTE	Cylinders - HSV
WASTE MANAGEMENT		101 SPACEGATE DRIVE NW HUNTSVILLE, AL 35806	090000364520908	WASTE	Cylinders - HSV
WASTE MANAGEMENT		101 SPACEGATE DRIVE NW HUNTSVILLE, AL 35806	090000364820902	WASTE	Cylinders - HSV
WASTE MANAGEMENT		101 SPACEGATE DRIVE NW HUNTSVILLE, AL 35806	090000372920900	WASTE	Cylinders - HSV
WASTE MANAGEMENT		101 SPACEGATE DRIVE NW HUNTSVILLE, AL 35806	090000373020908	WASTE	Cylinders - HSV