

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

TAYLOR-WHARTON  
INTERNATIONAL LLC<sup>1</sup>, et al.,

Debtors.

Chapter 11

Case No. 09-14089 (BLS)  
Jointly Administered

Re: Docket No. 388

**AGREED ORDER PURSUANT TO 11 U.S.C. §§ 363 AND 1113  
APPROVING THE MEMORANDUM OF UNDERSTANDING  
REGARDING THE TWI CYLINDERS LLC COLLECTIVE  
BARGAINING AGREEMENT**

Upon consideration of the Motion of the Debtors, Taylor-Wharton International LLC, *et al.*, Pursuant to 11 U.S.C. §§ 363 and 1113 for an Order Approving the Memorandum of Understanding Regarding the TWI Cylinders 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 Debtors, their respective estates, 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, the terms of the MOU<sup>2</sup> are approved and the TWI Cylinders LLC ("Cylinders") is authorized and directed to execute the MOU.

---

<sup>1</sup> 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. § 363, Cylinders is further authorized to initiate, implement, and make payments as required by the MOU.

4. The Debtors are 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

---

Continued from previous page

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