

**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. 8

**ORDER GRANTING MOTION OF DEBTORS FOR AUTHORIZATION TO
(A) MAINTAIN CERTAIN CUSTOMER PROGRAMS AND (B) HONOR OR PAY
RELATED PREPETITION OBLIGATIONS TO THEIR CUSTOMERS**

This matter is before the Court on the Motion of the Debtors for Authorization to (a) Maintain Certain Customer Programs and (b) Honor or Pay Related Prepetition Obligations to their Customers (the “Motion”).² The Court having reviewed the Motion and the Declaration of Leonard York in Support of Debtors’ Chapter 11 Petitions and First Day Motions (“York Declaration”) and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the “Hearing”); and the Court having found that: (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iv) notice of the Motion and the Hearing was sufficient under the circumstances; and (v) there is good cause to waive the ten-day stay imposed by Bankruptcy Rule 6004(h) to the extent it is applicable, after due deliberation the Court having determined that the relief requested in the Motion is: (a) necessary and essential for the Debtors’

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 otherwise defined herein shall have the meanings given to them in the Motion.

reorganization; (b) in the best interests of the Debtors, their estates, and their creditors; and (c) necessary to prevent immediate and irreparable harm to the Debtors and their estates, and good and sufficient cause having been shown;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized, in their sole discretion, to continue, renew, modify, terminate or replace the Customer Programs, including Rebates and Refunds to customers. The Debtors shall provide notice of any material modification, termination or replacement of the Customer Programs to (a) the United States Trustee for the District of Delaware and (b) any official committees appointed in these Cases.
3. The Debtors are authorized, in their sole discretion, to honor obligations under the Customer Programs and to make any and all payments and/or non-cash account adjustments arising therefrom, irrespective of whether such payments or non-cash account adjustments, arose prior to or after the Petition Date.
4. The Banks are authorized and directed, when requested by the Debtors, to receive, process, honor and pay all checks presented for payment of, and to honor all funds transfer requests made by the Debtors related to, obligations under the Customer Programs, whether such checks were presented or funds transfer requests were submitted prior to or after the Petition Date, provided that funds are available in the Debtors' accounts to cover such checks and funds transfers. The Banks are authorized to rely on the Debtors' designation of any particular check or funds transfer as approved by this Order.
5. The Debtors shall not be required to serve notice of the commencement of these Bankruptcy Cases, this Motion, or this Order on parties to any Customer Program, provided,

however, that nothing in this Order modifies the Debtors' obligation to provide notice of the Bankruptcy Cases to any such party that is entitled to such notice for or on account of any other relationship with the Debtors.


6. Nothing in the Motion or this Order, nor the Debtors' payment of claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the Debtors' rights to dispute any claim on any grounds, (c) a promise to pay any claim, (d) an implication or admission that any particular claim would constitute an obligation under the Customer Programs or (e) an express or implied assumption of any contract.

7. The requirements of Bankruptcy Rule 6003(b) have been satisfied with respect to the payments authorized by this Order.

8. This Order shall be immediately effective and enforceable upon its entry. To the extent that it may be applicable, the ten-day stay imposed by Bankruptcy Rule 6004(h) is hereby waived.

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

Date: November 20, 2009
Wilmington, Delaware


United States Bankruptcy Judge