

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

In re:

TAYLOR-WHARTON INTERNATIONAL
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 09-14089 (BLS)

Joint Administration Pending

MOTION AND ORDER FOR PRO HAC VICE APPEARANCE

Pursuant to Local Rule 9010-1 and the attached certification, counsel moves the admission pro hac vice of Scott K. Rutsky, Esq. (the "Admittee") of the law firm Proskauer Rose LLP, 1585 Broadway, New York, NY 10036-8299 to represent Carlyle Mezzanine Partners, L.P.; Audax Mezzanine Fund II, L.P.; Partners Group Access 55, L.P.; Audax Co-Invest, L.P.; Audax Trust Co-Invest, L.P.; and AFF Co-Invest, L.P.

Dated: November 20, 2009

/s/ Steven K. Kortanek

Steven K. Kortanek (Del. Bar No. 3106)

WOMBLE CARLYLE SANDRIDGE

& RICE, PLLC

222 Delaware Avenue, 15th Floor

Wilmington, DE 19801

Telephone: (302) 252-4320

Facsimile: (302) 252-4330

¹The 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 (68901); 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).

CERTIFICATION BY COUNSEL TO BE ADMITTED PRO HAC VICE

Pursuant to Local Rule 9010-1, I certify that I am eligible for admission to this Court, am admitted, practicing, and in good standing of the Bar of the State of New York and am admitted to practice before the United States District Courts for the Southern and Eastern Districts of New York and submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the preparation or course of this action. I also certify that I am generally familiar with this Court's Local Rules and with Standing Order for District Court Fund effective 1/1/05. I further certify that the annual fee of \$25.00 has been paid to the Clerk of Court for District Court.

/s/ Scott K. Rutsky

Scott K. Rutsky, Esq.
PROSKAUER ROSE LLP
1585 Broadway
New York, NY 10036-8299
Telephone: 212-969-3983
Facsimile: 212-969-2900
srutsky@proskauer.com

ORDER GRANTING MOTION

IT IS HEREBY ORDERED counsel's motion for admission pro hac vice is granted.

Dated: Nov. 20, 2009

BY THE COURT.


The Honorable Brendan L. Shannon
Chief United States Bankruptcy Judge