

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
AT CANTON**

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In re: : Chapter 11
: :
SCHWAB INDUSTRIES, INC., *et al.*,¹ : Case No. 10-60702
: (Jointly Administered)
Debtors. :
: Judge Russ Kendig
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**MOTION OF DEBTORS FOR ORDER (A) SCHEDULING EXPEDITED
HEARING ON CERTAIN MOTIONS RELATING TO SALE OF ASSETS, AND (B)
APPROVING FORM AND MANNER OF NOTICE THEREOF**

Schwab Industries, Inc (“SII”), Medina Cartage Co. (“MCC”), Medina Supply Company (“MSC”), Quality Block & Supply, Inc. (“QBS”), O.I.S. Tire, Inc. (“OIS”), Twin Cities Concrete Company (“TCC”), Schwab Ready-Mix, Inc. (“SRM”), Schwab Materials, Inc. (“SMI”) and Eastern Cement Corp. (“ECC”, and together with SII, MCC, MSC, QBS, OIS, TCC, SRM and SMI, the “Debtors”), the debtors and debtors in possession in the above-captioned Chapter 11 cases (the “Cases”), by and through their undersigned counsel, hereby move (the “Motion”) the Court for entry of an order (i) scheduling an expedited hearing to consider certain motions filed by the Debtors relating to the sale of substantially all their assets, and (ii) approving the form and manner of notice of this expedited hearing. In support of the Motion, the Debtors respectfully state as follows:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s tax identification number are: Schwab Industries, Inc. (2467); Medina Cartage Co. (9373); Medina Supply Company (3995); Quality Block & Supply, Inc. (2186); O.I.S. Tire, Inc. (7525), Twin Cities Concrete Company (9196); Schwab Ready-Mix, Inc. (8801); Schwab Materials, Inc. (8957); and Eastern Cement Corp. (7232).

BACKGROUND

1. On February 28, 2010 (the "Petition Date"), Debtors commenced the Cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. Debtors are continuing in possession of their properties and assets and are operating and managing their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Cases.

3. On March 9, 2010, the United States Trustee appointed an official committee of unsecured creditors (the "Committee").

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334. Venue of this case in this district is proper pursuant to 28 U.S.C. §§1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2).

Debtors and Debtors' Businesses

5. Debtors' businesses produce, supply and distribute ready-mix concrete, concrete block, cement and related supplies to commercial, governmental and residential contractors throughout Northeast Ohio and Southwest Florida. Debtors employ approximately 350 workers (all of whom are non-union) who are stationed across Ohio and Florida either at Debtors' Dover, Ohio headquarters or at one of twenty ready-mix plants (13 in Ohio and 7 in Florida) or three Ohio plants which produce concrete block.

6. With more than 40 years experience in the construction industry, Debtors have built a reputation of success and quality. Debtors' competitive advantages flow from their attention to timeliness and an emphasis on geographic positioning of its locations near to interstates and high traffic areas to allow for expedient delivery of materials, concrete, concrete block and cement.

7. As a result of its reputation and relationships, Debtors benefit from many longstanding and continuing relationships with all levels of government. Projects from federal, state and municipal agencies, in Ohio and Florida, provide a material portion of Debtors' work.

8. In addition to those operations in Ohio and Florida described above, through Debtor ECC, Debtors hold exclusive access to a deep-water terminal at Port Manatee on the Gulf of Mexico. The strategic positioning of Port Manatee allows Debtors to both (i) efficiently distribute imported cement and aggregates throughout Florida; and (ii) export material throughout the Gulf of Mexico region.

9. Their geographic advantages, existing relationships, reputation and import/export capabilities, uniquely situate Debtors to take advantage of opportunities resulting from Federal stimulus money over the next few years.

Individual Debtors

10. Debtor SII is an Ohio corporation headquartered in Dover, Ohio which serves as the holding company of the other Debtors. As the parent organization, SII owns, either directly or through another Debtor, all the equity interests of the other Debtors. SII is owned entirely by four members of the Schwab family.

11. Debtor MCC is an Ohio corporation headquartered in Dover, Ohio. MCC operates certain transportation systems which support the other Ohio Debtors. MCC is a wholly owned subsidiary of SII.

12. Debtor MSC is an Ohio corporation headquartered in Dover, Ohio. MSC operates eight (8) ready-mix plants in Northeast Ohio. MSC is a wholly owned subsidiary of SII.

13. Debtor TCC is an Ohio corporation headquartered in Dover, Ohio. TCC operates three (3) ready-mix plants in Northeast Ohio. TCC is a wholly owned subsidiary of SII.

14. Debtor OIS is an Ohio corporation headquartered in Dover, Ohio. OIS' operations have been substantially wound down and OIS is administering its remaining assets and liabilities. OIS is a wholly owned subsidiary of SII.

15. Debtor QBS is an Ohio corporation headquartered in Dover, Ohio. QBS operates two (2) ready-mix plants and a block plant in Northeast Ohio. QBS is a wholly owned subsidiary of SII.

16. Debtor SRM is a Florida corporation with a mailing address in Dover, Ohio. SRM operates seven (7) ready-mix plants along the gulf coast of Florida. SRM is a wholly owned subsidiary of SII.

17. Debtor SMI is a Florida corporation with a mailing address in Dover, Ohio. SMI wholly owns both ECC and a 2,100 acre plot of land (the "Orange Grove") on the gulf coast of Florida near Fort Myers that has been identified as a primary future source of aggregates (mineral materials such as sand or stone, used in making concrete) that can be mined once proper approvals are obtained. The Orange Grove is currently profitable, producing fruit and other perishables sold to third parties. SMI is a wholly owned subsidiary of SRM.

18. Debtor ECC is a Florida corporation with a mailing address in Dover, Ohio. ECC operates a modern 40,000 metric ton terminal in Port Manatee, the largest deep water port near the Panama Canal. Located on the Gulf of Mexico, Port Manatee provides outstanding access for Debtors to export and import cement and aggregates to other non-American markets. ECC uses this port access to support the sales efforts of Debtors both directly and indirectly. Specifically, ECC sells 40% of cement imported through ECC directly to SRM, and sells all other imported cement to independent companies that do not directly compete with Debtors. ECC is a wholly owned subsidiary of SMI.

Events Leading to the Chapter 11 Filing

19. Debtors are leaders in the production, supply and distribution of ready-mix concrete, concrete block, cement and related supplies to commercial, municipal and residential contractors throughout Northeast Ohio and Southwest Florida. In fiscal year 2006, they provided more than \$208 million worth of product to their customers.

20. During fiscal year 2007 and thereafter, as a result of the nationwide real estate crash and the consequential dramatic slow down in the construction industry, Debtors' operations, particularly in Southwest Florida (where real estate and new construction has steeply declined), suffered.² The decrease in sales negatively impacts Debtors' working capital availability and cash flows.

21. As of December 31, 2009, Debtors report a book value of total assets of \$104,915,117, with cash of \$672,698 and total "working capital"³ assets of \$15,854,211.

22. Similarly, as of December 31, 2009, Debtors owe their Secured Lenders⁴ pursuant to that certain Amended and Restated Credit Agreement dated October 18, 2007 (i) \$8,582,950 on account of a certain revolving line of credit (the "Revolving Line of Credit"); (ii) \$19,125,245 on account of that certain "Term A" Loan (the "Term A Loan"); and (iii) \$31,995,586 on account of that certain "Term B" Loan (the "Term B Loan" and together with the Revolving Line of Credit and the Term A Loan, the "Secured Loans"). Upon information and belief, a first priority security interest in substantially all the personal property assets of Debtors and a first

² For fiscal year ending April 30, 2007, Debtors had approximately \$197,000,000 in sales. For fiscal year ending April 30, 2008, Debtors had approximately \$144,000,000 in sales. For fiscal year ending April 30, 2009, Debtors had approximately \$103,000,000 in sales. Debtors' fiscal year ends each April 30. The decrease in sales was significantly sharper for Debtors' Florida operations.

³ "Working capital" assets are understood to be comprised of cash, accounts receivable, inventory and prepaid expenses.

⁴ The "Secured Lenders" are KeyBank, National Association, Bank of America, N.A. and The Huntington National Bank.

priority mortgage interest in substantially all the real property of the Debtors secures repayment of the Secured Loans.

23. Also, as of December 31, 2009, Debtors' financial statements report trade payables of \$13,390,149.

24. On or about January 13, 2010, the Secured Lenders notified Debtors of their default of certain obligations pursuant to the Secured Loans.

25. Debtors present cash needs are at their seasonal peak due to the slowdown in construction activity in winter and the inability to create concrete at certain temperatures.

26. Debtors have sought financing from numerous possible lending services, including key customers, such as National Lime and Stone Company, among others. Unfortunately, these efforts have been unsuccessful.

27. Debtors' unsuccessful efforts to obtain refinancing result in their current liquidity crisis. This liquidity crisis necessitates Debtors' petition for relief under Chapter 11 of the Bankruptcy Code.

Chapter 11 Events

28. On March 3, 2010, the Court entered the *Interim Order (i) Authorizing Post-Petition Secured Superpriority Financing Pursuant to Bankruptcy Code Sections 105, 361, 362, 363(c), 363(e), 364(c)(1), 364(c)(2), 364(c)(3), 364(d) and 364(e), (ii) Granting Adequate Protection Pursuant to Sections 361, 363 and 364 of the Bankruptcy Code, (iii) Modifying the Automatic Stay and (iv) Setting a Final Hearing Pursuant to Bankruptcy Rule 4001* [Docket No. 44] authorizing Debtors to borrow \$3.5 million from Naples Lending Group, L.C. and setting a final hearing on March 17, 2010 to consider the Debtors' request for approval to further borrow money from Naples Lending Group, L.C.

29. On March 22, 2010, the Court entered its *Order Denying Motion Seeking Entry of Order (i) Authorizing Post-Petition Secured Superpriority Financing Pursuant to Bankruptcy Code Sections 105, 361, 362, 363(c), 363(e), 364(c)(1), 364(c)(2), 364(c)(3), 364(d) and 364(e), (ii) Granting Adequate Protection Pursuant to Sections 361, 363 and 364 of the Bankruptcy Code, (iii) Modifying the Automatic Stay and (iv) Setting a Final Hearing Pursuant to Bankruptcy Rule 4001* [Docket No. 192] denying Debtors' request to continue borrowing money from Naples Lending Group, L.C. under the terms proposed.

30. On March 24, 2010, the Court entered the *Agreed Order Authorizing Limited Use of Cash Collateral* [Docket No. 202] memorializing the agreement of Debtors and the Secured Lenders to use certain of Debtors' cash collateral through March 26, 2010 (the "March 24 Order").

31. On the heels of the March 24 Order, Debtors and their Secured Lenders negotiated an agreement upon which Secured Lenders will allow Debtors to use certain cash collateral. This agreement was memorialized in the *First Amended Agreed Order Authorizing Limited Use of Cash Collateral* (the "Cash Collateral Order"). The Cash Collateral Order was contemplated to be filed under seal and includes certain milestones for completing a sale of substantially all Debtors' assets.

32. The milestones contained in the Cash Collateral Order include that Debtors shall file motions necessary to sell substantially all their assets (as defined more herein, the "Motions to Sell") no later than Monday April 5, 2010 and seek hearings on the Motions to Sell no later than at the regularly scheduled Omnibus Hearing set for April 15, 2010.

33. The Motions to Sell are being filed contemporaneously with this Motion. Accordingly, this Motion seeks to expedite the hearing on the Motions to Sell, to have the time

period for consideration of the Motions to Sell correspondingly shortened, and to have the Motions to Sell set for hearing on April 15, 2010 at 10:00 am.

RELIEF REQUESTED

34. Pursuant to this Motion, the Debtors seek the entry of an order (i) scheduling an expedited hearing to consider the Motions to Sell, and (ii) approving the form and manner of notice of the expedited hearing.

PENDING REQUESTS FOR RELIEF

35. Contemporaneously with filing of this Motion, the Debtors filed the following Motions to Sell:

Motion or Application

Nature of Relief Requested

Motion for an Order (1) Approving Auction and Bidding Procedures and an Auction Date; (2) Scheduling Date and Time for Sale Hearing; (3) Approving the Form and Manner of Service of Notice of the Sale Hearing and Auction Pursuant to Bankruptcy Rules 2002, 6004 AND 6006; (4) Approving the Form and Manner of Service of Notice of the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and Unexpired Leases and (5) Granting Related Relief

Order (i) approving the Bidding Procedures; (ii) setting June 2, 2010 as the date for an Auction of substantially all their assets, (iii) setting June 3, 2010 at 10:00 as the time for the Sale Hearing, (iv) approving the form and manner of service of the notice of the Sale Hearing and Auction, and (v) approving the form and manner of service of notice of the assumption and assignment of certain executory contracts and unexpired leases.

Motion for Order (1) Authorizing the Sale of Substantially All of the Debtors' Assets, Free and Clear of Liens, Claims, Interests and Encumbrances, Subject to Higher or Better Offers, Pursuant to Bankruptcy Code Sections 363 and 365; (2) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Such Sale and Determining and Adjudicating Cure Amounts with Respect to Such Contracts and Leases; (3) Waiving the Fourteen-Day Stay Period Provided by Bankruptcy Rule 6004(h); and (4) Granting Related Relief

Order authorizing the Debtors to sell substantially all their assets free and clear of all liens, claims, interests and encumbrances, subject to higher and better offers.

Motion or Application

Nature of Relief Requested

Application of Debtors and Debtors in Possession Pursuant to Sections 327(a) and 328 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 6003(a), for the Entry of an Order Authorization Debtors to Retain and Employ Cincinnati Industrial Auctioneers, Inc. as Auctioneer for Certain Non-Core Personal Property Assets, Nunc Pro Tunc as of the Filing Date

Order approving the employment of Cincinnati Industrial Auctioneers, Inc. to sell certain Non-Core personal property assets of the Debtors.

Application of Debtors and Debtors in Possession Pursuant to Sections 327(a) and 328 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 6003(a), for the Entry of an Order Authorization Debtors to Retain and Employ The Chartwell Group as Auctioneer for Certain Non-Core Real Estate Assets, Nunc Pro Tunc as of the Filing Date

Order approving the employment of The Chartwell Group to sell certain Non-Core real property assets of the Debtors.

Motion for order (1) Authorizing the Auction Sales of Certain Non-Core Assets, Free and Clear of Liens, Claims Interests and Encumbrances; (2) Waiving the Fourteen-Day Stay Period Provided by Bankruptcy Rule 6004(h); and (4) Granting Related Relief

Order authorizing Debtors to sell, by auction or otherwise, their assets that are not core to their core businesses

REQUEST FOR EXPEDITED HEARING

28. Bankruptcy Rule 9006(c) provides that “when an act is required or allowed to be done at or within a specified time by the rules or by a notice given thereafter or by order of Court, the Court for cause shown may in its discretion with or without motion or notice order the period reduced.” Fed. R. Bankr. P. 9006(c).

29. As described in detail in each of the Motions to Sell, the relief requested in the Motions to Sell is essential to permit Debtors to preserve the going concern value of Debtors’

operations and maximize value for all interested parties. In addition, the relief requested in certain of the Motions to Sell will assist in the administration of this case by creating operating capital and promote the necessary support of Debtors' customers, employees, suppliers and other creditors in this case. Any long delays in the consideration of the Motions to Sell would hinder Debtors' ability to preserve and maximize value for all stakeholders in the case.

30. Pursuant to the Cash Collateral Order, Debtors are required to file the Motions to Sell no later than April 5, 2010, and seek a hearing on the Motions to Sell no later than April 15, 2010. This is a condition required by the Secured Lenders and agreed to by Debtors in order to effectuate the expedited sale of the Assets.

31. The Secured Lenders support having the Motions to Sell heard on an expedited basis and that the sales contemplated under the Motions to Sell be completed in an expedited manner.

32. Accordingly, Debtors believe that the Motions to Sell involve matters that require an expedited, emergency hearing and respectfully request that the Court schedule such a hearing on the Motions to Sell for these Cases regularly scheduled omnibus hearings on April 15, 2010 at 10:00 am.

NOTICE

33. Debtors propose to serve a notice of the filing of the Motions to Sell and the expedited hearing thereon, substantially in the form attached hereto as Exhibit A and incorporated herein by reference (the "Auction Motion Notice"), by facsimile or electronic mail (where known and applicable) and/or overnight mail as soon as practicable after the entry of an order approving the Auction Motion Notice or as otherwise instructed by the Court on the following parties (collectively, the "Notice Parties"): (i) the office of the United States Trustee for Region 9; (ii) each Debtors' secured lenders (KeyBank, National Association, Huntington

National Bank and Bank of America, NA); (iii) counsel for the Agent for Debtors' secured lenders; (iv) the additional creditors identified on Debtors' consolidated list of thirty (30) largest unsecured creditors; (v) counsel for Naples Lending Group, L.C.; (vi) other known claimants having liens or security interests in property of Debtors; (vii) counsel for the Committee; (viii) the Internal Revenue Service; and (ix) the United States Department of Justice. Because the list of other parties that could possibly be affected by the Motions to Sell is necessarily large, serving notice of all Motions to Sell on all such parties would be impracticable. Accordingly, Debtors request that service of the Auction Motion Notice on the Notice Parties in the form and manner described in this paragraph be deemed adequate and appropriate under the circumstances and in full compliance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Local Bankruptcy Rules; provided, however, that Debtors will provide any party with a copy of any Motion to Sell upon request, such request mechanism being set forth in the Auction Motion Notice.

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CONCLUSION

WHEREFORE, Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit B (i) scheduling an expedited hearing on the Motions to Sell to be conducted as soon as possible, but specifically at the Omnibus Hearing already scheduled in these Cases on April 15, 2010, (ii) approving the form of the Auction Motion Notice attached hereto as Exhibit A; (iii) finding that service of the Auction Motion Notice in the manner described herein shall be sufficient and adequate notice under the circumstances and in full compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules; and (iv) granting such other and further relief as the Court may deem proper.

Dated: April 5, 2010
Cleveland, Ohio

Respectfully submitted,

/s/ Lawrence E. Oscar

Lawrence E. Oscar (0022696)

Daniel A. DeMarco (0038920)

Christopher W. Peer (0076257)

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Counsel to Debtors

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
AT CANTON**

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In re: : Chapter 11
: :
SCHWAB INDUSTRIES, INC., *et al.*¹ : Case No. 10-60702
: (Jointly Administered)
: :
Debtors. : Judge Russ Kendig
: :
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**NOTICE OF EXPEDITED HEARING ON
MOTIONS TO SELL**

PLEASE TAKE NOTICE THAT, on April 5, 2010, Schwab Industries, Inc (“SII”), Medina Cartage Co. (“MCC”), Medina Supply Company (“MSC”), Quality Block & Supply, Inc. (“QBS”), O.I.S. Tire, Inc. (“OIS”), Twin Cities Concrete Company (“TCC”), Schwab Ready-Mix, Inc. (“SRM”), Schwab Materials, Inc. (“SMI”) and Eastern Cement Corp. (“ECC”, and together with SII, MCC, MSC, QBS, OIS, TCC, SRM and SMI, the “Debtors”), the debtors and debtors in possession in the above-captioned Chapter 11 cases (the “Cases”), filed certain motions seeking to sell substantially all their assets (collectively, the “Motions to Sell”), subject to certain conditions and approval of the Court.

PLEASE TAKE FURTHER NOTICE THAT, on **Thursday, April 15, 2010 at 10:00 a.m.**, Eastern Time, the Honorable Russ Kendig, United States Bankruptcy Judge, will conduct an expedited hearing (the “Hearing”) in the Bankruptcy Courtroom at the United States

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s tax identification number are: Schwab Industries, Inc. (2467); Medina Cartage Co. (9373); Medina Supply Company (3995); Quality Block & Supply, Inc. (2186); O.I.S. Tire, Inc. (7525); Twin Cities Concrete Company (9196); Schwab Ready-Mix, Inc. (8801); Schwab Materials, Inc. (8957); and Eastern Cement Corp. (7232).

NOTICE OF EXPEDITED HEARING -
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Bankruptcy Court, Frank T. Bow Federal Building, 201 Cleveland Avenue, S.W., Canton, Ohio 44702, with respect to the following Motions to Sell filed by the Debtors:

1. *Motion for an Order (1) Approving Auction and Bidding Procedures and an Auction Date; (2) Scheduling Date and Time for Sale Hearing; (3) Approving the Form and Manner of Service of Notice of the Sale Hearing and Auction Pursuant to Bankruptcy Rules 2002, 6004 and 6006; (4) Approving the Form and Manner of Service of Notice of the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and Unexpired Leases and (5) Granting Related Relief*
2. *Motion for Order (1) Authorizing the Sale of Substantially All of the Debtors' Assets, Free and Clear of Liens, Claims, Interests and Encumbrances, Subject to Higher or Better Offers, Pursuant to Bankruptcy Code Sections 363 and 365; (2) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Such Sale and Determining and Adjudicating Cure Amounts with Respect to Such Contracts and Leases; (3) Waiving the Fourteen-Day Stay Period Provided by Bankruptcy Rule 6004(h); and (4) Granting Related Relief*
3. *Application of Debtors and Debtors in Possession Pursuant to Sections 327(a) and 328 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 6003(a), for the Entry of an Order Authorization Debtors to Retain and Employ Cincinnati Industrial Auctioneers, Inc. as Auctioneer for Certain Non-Core Personal Property Assets, Nunc Pro Tunc as of the Filing Date*
4. *Application of Debtors and Debtors in Possession Pursuant to Sections 327(a) and 328 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 6003(a), for the Entry of an Order Authorization Debtors to Retain and Employ The Chartwell Group as Auctioneer for Certain Non-Core Real Estate Assets, Nunc Pro Tunc as of the Filing Date*
5. *Motion for order (1) Authorizing the Auction Sales of Certain Non-Core Assets, Free and Clear of Liens, Claims Interests and Encumbrances; (2) Waiving the Fourteen-Day Stay Period Provided by Bankruptcy Rule 6004(h); and (4) Granting Related Relief*

Any party that wishes to obtain a copy of any of the above-listed Motions to Sell may contact Colleen Beitel at Hahn Loeser & Parks LLP, by e-mail at cmbeitel@hahnlaw.com and indicate which of the Motions to Sell such party would like to receive by return e-mail.

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PLEASE TAKE FURTHER NOTICE THAT, IF YOU OPPOSE THE RELIEF SOUGHT IN THE MOTIONS TO SELL, OR IF YOU WOULD LIKE THE COURT TO CONSIDER YOUR VIEWS WITH RESPECT TO THE MOTIONS TO SELL, THEN YOU OR YOUR ATTORNEY MUST ATTEND THE HEARING ON THURSDAY APRIL 15, 2010 AT 10:00 AM EASTERN DAYLIGHT TIME.

Dated: April 5, 2010
Cleveland, Ohio

Respectfully Submitted,

/s/ Lawrence E. Oscar

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Counsel to Debtors

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
AT CANTON**

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In re: : Chapter 11
: :
SCHWAB INDUSTRIES, INC., *et al.*¹ : Case No. 10-60702
: (Jointly Administered)
: :
Debtors. : Judge Russ Kendig
: :
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**ORDER (A) SCHEDULING EXPEDITED HEARING ON CERTAIN
MOTIONS TO SELL OF DEBTOR, AND (B) APPROVING FORM
AND MANNER OF NOTICE THEREOF**

Upon consideration of the motion, dated April 5, 2010 (the "Motion"), of Schwab Industries, Inc., and its affiliated and related debtors and debtors-in-possession* (collectively, the

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* The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtors' tax identification number are: Schwab Industries, Inc. (2467); Medina Cartage Co. (9373); Medina Supply Company (3995); Quality

“Debtors”), for entry of an order (a) scheduling expedited hearing on certain Motions to Sell, and (b) approving form and manner of notice thereof, filed concurrently with the Motions to Sell, and after due deliberation and hearing, this Court finds that: (i) it has jurisdiction over the matters raised in the Motion under 28 U.S.C. §§157 and 1334; (ii) venue of this matter is proper under 28 U.S.C. §§1408 and 1409; (iii) this matter is a core proceeding under 28 U.S.C. §157(b)(2); (iv) the relief requested in the Motion is in the best interests of Debtors, their estates, creditors, and other parties in interest; (v) adequate and proper notice of the Motion and the hearing thereon has been given and that no other or further notice is necessary; and (vi) good and sufficient cause exists for the granting of the relief requested in the Motion as set forth herein. Accordingly,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED in its entirety.
2. Capitalized terms not defined herein shall have the meaning ascribed thereto in the Motion.
3. An expedited hearing on each of the Motions to Sell is scheduled for **April 15, 2010 at 10:00 a.m.**, Eastern Daylight Time, at the United States Bankruptcy Court, Frank T. Bow Federal Building, 201 Cleveland Avenue, S.W., Canton, Ohio 44702.
4. The form of notice attached to the Motion as Exhibit A shall be utilized to provide notice to parties in interest of the Motions to Sell and the expedited hearing thereon scheduled pursuant to this Order (the “Auction Motion Notice”) and is hereby approved in all respects.
5. Service of the Auction Motion Notice by facsimile or electronic mail, or if no facsimile number or electronic mail address is readily available and reliable, by overnight

Block & Supply, Inc. (2186); O.I.S. Tire, Inc. (7525); Twin Cities Concrete Company (9196); Schwab Ready-Mix, Inc. (8801); Schwab Materials, Inc. (8957);and Eastern Cement Corp. (7232).

delivery or other express mail service as soon as practicable after the entry of this Order on each of the Notice Parties is deemed to be sufficient and adequate notice under the circumstances and in full compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

IT IS SO ORDERED.

#

Prepared and Submitted By:

/s/ Lawrence E. Oscar

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