

**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.*,<sup>1</sup> : Case No. 10-60702  
: (Jointly Administered)  
Debtors. :  
: Judge Russ Kendig  
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**JOINDER OF OLDCASTLE MATERIALS, INC. IN DEBTORS' OBJECTION  
TO MOTION OF FLSMIDTH, INC. AND RESERVATION OF RIGHTS**

Oldcastle Materials, Inc. (“Oldcastle”) hereby submits to this Court its joinder in the Debtors’ Objection to the Motion of FLSmidth, Inc. for an Accounting, Clarification of Sale of Assets and, Pursuant to FRCP 60, to Vacate the May 28, 2010 Order 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 Period Provided by Bankruptcy Rule 6004(H); and Granting Related Relief (the “Objection”), and its reservation of rights regarding the same.

**BACKGROUND**

1. On February 28, 2010 (the “Petition Date”), Schwab Industries, Inc., Medina Cartage Co., Medina Supply Company, Quality Block & Supply, Inc., O.I.S. Tire, Inc., Twin

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<sup>1</sup> 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).

Cities Concrete Company, Schwab Ready-Mix, Inc., Schwab Materials, Inc., and Eastern Cement Corp. (collectively, the “Debtors”) filed their voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors’ bankruptcy cases are being jointly administered under the case of In re Schwab Industries, Inc., et al. (Case No. 10-60702).

2. On June 2, 2010, Oldcastle purchased a substantial portion of the assets of the Debtors, pursuant to an asset purchase agreement (the “APA”) and the Order Authorizing the Sale of Substantially All of the Debtors’ Assets (the “Sale Order”) [Docket No. 455].

3. On July 27, 2010, FLSmidth, Inc. (“FLSmidth”) filed the Motion of FLSmidth, Inc. for an Accounting, Clarification of Sale of Assets and, Pursuant to FRCP 60, to Vacate the May 28, 2010 Order 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 Period Provided by Bankruptcy Rule 6004(H); and Granting Related Relief [Docket No. 564] (the “Motion”).

4. On September 15, 2010, the Debtors filed the Objection [Docket No. 627].

5. Oldcastle hereby joins in the Objection.

6. Oldcastle also reserve its rights with regard to the Motion. Given the broad relief sought in the Motion and the consequences that vacating the Sale Order – as requested by FLSmidth – could have, Oldcastle respectfully submits that reserving of its rights is justified under the circumstances.

**WHEREFORE**, Oldcastle respectfully requests that the Court deny the relief sought in the Motion and grant such other and further relief as the Court may deem proper.

Dated: September 15, 2010

Respectfully submitted,

/s/ Paul M. Rosenblatt

Paul M. Rosenblatt (Ga. Bar No. 614522)

(admitted pro hac vice)

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**CERTIFICATE OF SERVICE**

I hereby certify that on September 15, 2010, a true and correct copy of the foregoing document was filed electronically with the Court's CM/ECF filing system which in turn will generate an electronic notice of filing to all those who have requested or consented to electronic service in these Chapter 11 cases.

/s/ Paul M. Rosenblatt  
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Paul M. Rosenblatt