

The court incorporates by reference in this paragraph and adopts as the findings and orders of this court the document set forth below.



**/S/ RUSS KENDIG**  

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**Russ Kendig**  
**United States Bankruptcy Judge**

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

In re: ) Chapter 11  
)  
SCHWAB INDUSTRIES, INC., *et al.*,<sup>1</sup> ) Case No. 10-60702-rk  
) (Jointly Administered)  
Debtors. )  
) Judge Russ Kendig

**AGREED ORDER GRANTING MOTION TO USE THE ADMINISTRATIVE  
EXPENSE FUND TO PAY CERTAIN ADMINISTRATIVE CLAIMS**

Upon the Motion<sup>2</sup> filed October 12, 2010 [Docket No. 648] of the Schwab Industries, Inc. and its affiliated debtors and debtors-in-possession (collectively, the “*Debtors*”) and the Official Committee of Unsecured Creditors (the “*Committee*,” and collectively with the Debtors, the

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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).

“Plan Proponents”) filed in the above-captioned chapter 11 cases seeking entry of an order: (i) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan and to the adequacy of the Disclosure Statement; (ii) approving the manner and forms of notice and other documents related to the approval of the Disclosure Statement and confirmation of the Plan; (iii) conditionally approving the Disclosure Statement; (iv) setting a joint hearing on the adequacy of the Disclosure Statement and confirmation of the Plan; and (v) authorizing and directing the Plan Proponents to use certain funds from the Administrative Expense Fund to pay certain Agreed Administrative Claims; the Court, on October 27, 2010, having entered an order granting the relief detailed in items (i) through (iv) above and adjourning until November 16, 2010 the hearing on item (v) above to allow the Office of the United States Trustee for Region 9 (the “United States Trustee”) to comment and/or object thereto; the United States Trustee having communicated that it has completed its review and has no objection to the relief sought in item (v) above; it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. §157(b)(2); it appearing that venue of this proceeding and the Motion is proper in this District pursuant to 28 U.S.C. §§1408 and 1409; due, adequate, and sufficient notice of the Motion having been given; it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefore; it is

**AGREED, ORDERED, ADJUDGED AND DECREED that:**

1. The Motion is granted, including with respect to item (v) above, as set forth herein.

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<sup>2</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

2. The Plan Proponents are hereby authorized and directed to use \$374,645.64 of the Administrative Expense Fund to make payment to holders of Exhibit F Claims in the amounts listed on *Exhibit F* hereto as soon as administratively feasible, but in no event later than December 10, 2010.

3. Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

4. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

**IT IS SO ORDERED.**

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Prepared, Submitted and Agreed to By:

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NO OBJECTION

DANIEL M. MCDERMOTT  
United States Trustee, Region 9

By: /s/ Maria D. Giannirakis  
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Exhibit F Claims

<u>Category/Entity</u>	<u>Amount Due</u>
<b>Administrative Claims to be Paid by December 10, 2010 from Administrative Expense Fund</b>	
State Unemployment (SII, TCC, MSC, QBS)	75,133.72
Federal Unemployment (SII, TCC, MSC, QBS)	5,176.42
State Unemployment (SRM)	2,577.59
Federal Unemployment (SRM)	381.86
Sales Tax - (MSC, QBS, TCC)	109,316.04
Sales Tax (SRM)	51,754.09
Sales Tax (ECC)	1,506.92
US Trustee Fees - 2nd qtr 2010	75,175.00
Exley, Dragoni, Raper & Moreland - support for filing reports, winding down estate	10,000.00
SII - New Philadelphia City Form R due 3-1-10	952.00
ECC - Florida 2010 DR-601G due 4-30-10	5,672.00
FLSmith Settlement	27,000.00
Miscellaneous - Moving/Storage of Florida Office Records	10,000.00
<b>Total Administrative Claims to be Paid by December 10, 2010 from Administrative Expense Fund</b>	<b>374,645.64</b>

**Detailed Pay List of Agreed Administrative Claims to be Paid by December 10, 2010 from Administrative Expense Fund**

<u>Company</u>	<u>Item</u>	<u>Period</u>	<u>Amount Due</u>
<b>State Unemployment (SII, TCC, MSC, QBS)</b>			
Schwab Industries, Inc.	State Unemployment Return	Post - through June 30th	152.72
Twin Cities Concrete	State Unemployment Return	Post - through June 30th	11,303.77
Medina Supply Co.	State Unemployment Return	Post - through June 30th	51,495.47
Quality Block & Supply	State Unemployment Return	Post - through June 30th	12,181.76
			<u>75,133.72</u>
<b>Federal Unemployment (SII, TCC, MSC, QBS)</b>			
Schwab Industries, Inc.	Federal Unemployment Return	Post - through June 30th	98.29
Twin Cities Concrete	Federal Unemployment Return	Post - through June 30th	794.73
Medina Supply Co.	Federal Unemployment Return	Post - through June 30th	3,520.19
Quality Block & Supply	Federal Unemployment Return	Post - through June 30th	763.21
			<u>5,176.42</u>
<b>State Unemployment (SRM)</b>			
Schwab Ready-Mix Eastern Cement	State Unemployment Return	Post - through June 30th	2,577.59
			<u>-</u>
<b>Federal Unemployment (SRM)</b>			<u>2,577.59</u>

Exhibit F Claims

Schwab Ready-Mix Eastern Cement	Federal Unemployment Return Federal Unemployment Return	Post - through June 30th Post - through June 30th	381.86 -	381.86
<b>Sales Tax - (MSC, QBS, TCC)</b>				
Twin Cities Concrete	Sales Tax Return - WV	Second Quarter 2010	48.72	
Twin Cities Concrete	Sales Tax Return - OH	Second Quarter 2010	19,606.38	
Medina Supply Co.	Sales Tax Return - OH	Second Quarter 2010	80,417.53	
Quality Block & Supply	Sales Tax Return - OH	Second Quarter 2010	9,243.41	
			109,316.04	
<b>Sales Tax (SRM)</b>				
Schwab Ready-Mix	Sales Tax Return	Second Quarter 2010	51,754.09	
			51,754.09	
<b>Sales Tax (ECC)</b>				
Eastern Cement Corp.	Sales Tax Return	Second Quarter 2010	1,506.92	
			1,506.92	
<b>US Trustee Fees - 2nd qtr 2010</b>				
			75,175.00	
<b>Exley, Dragoni &amp; Raper - support for filing reports, winding down estate</b>				
<b>SII - New Philadelphia City Form R due 3-1-10</b>				
Schwab Industries, Inc.	New Philadelphia City Form R	Due 3-1-10	952.00	
<b>ECC - Florida 2010 DR-601G due 4-30-10</b>				
Eastern Cement Corp.	Florida DR-601G	Due 4-30-10	5,672.00	
<b>FLSmith Settlement</b>				
\$45,000 Settlement Amount X 40%			18,000.00	
\$45,000 Settlement Amount X 20% (Secured Lender Portion of Settlement to be repaid to Estate when Steels Corner Property closes)			9,000.00	
			27,000.00	
<b>Moving/Storage Expense - Florida Office Records</b>				
			10,000.00	