



ENTERED

TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the order of the Court.

Signed May 17, 2004.

Hamilton DeWayne Hale
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

CEI ROOFING, INC., et al.

Debtors

§
§
§
§
§
§

**CASE NO. 04-35113-HDH-11
(Jointly Administered)**

**INTERIM ORDER PROVIDING ADMINISTRATIVE
EXPENSE TREATMENT FOR CERTAIN HOLDERS OF VALID
RECLAMATION CLAIMS AND PROHIBITING THIRD PARTIES
FROM INTERFERING WITH THE DEBTORS' DELIVERY OF GOODS**

CAME NOW before the Court, the Emergency Motion for Entry of Interim and Final Orders (A) Proving Administrative Expense Treatment for Certain Holders of Valid Reclamation Claims; and (B) Establishing Procedures for Resolution and Payment of Reclamation Claims (the "Motion"), filed by the above-captioned debtors and debtors in possession, CEI Roofing, Inc. and its affiliated debtors (collectively, the "Debtors"), and the Court having jurisdiction to consider the Motion, having heard the statements of counsel regarding the Motion, and finding that it has jurisdiction to hear the Motion, and finding that sufficient notice of the Motion has been given, and that no further notice is necessary, and sufficient cause appearing, it is therefore:

**INTERIM ORDER PROVIDING ADMINISTRATIVE EXPENSE TREATMENT FOR CERTAIN HOLDERS OF VALID
RECLAMATION CLAIMS AND PROHIBITING THIRD PARTIES FROM INTERFERING WITH THE DEBTORS'
DELIVERY OF GOODS- Page 1**

ORDERED, that the Motion is GRANTED; and it is further

ORDERED, that all capitalized terms not defined herein shall have the meaning given to them in the Motion; and it is further

ORDERED, that the Vendors of Inventory shall be entitled to administrative priority claims for the value of the Inventory received, accepted, and not returned to the Vendor by the Debtors, if and to the extent that (a) the Vendor has made a valid, written reclamation demand for the Inventory in accordance with Section 546(c) of the Bankruptcy Code and Section 2-702 of the Uniform Commercial Code, (b) the Debtors have not made the Inventory available for pick-up by the Vendor, and (c) the Vendor is not subject to any Reserved Defenses; and it is further

ORDERED, that the amount and method of payment of such administrative expense claims will be determined by the Court or pursuant to global reclamation procedures authorized by the Court; and it is further

ORDERED, that in accordance with Section 362 of the Bankruptcy Code, the Vendors and other third parties are not permitted to, and are hereby prohibited from, interfering in any way with the postpetition shipment, delivery or possession of Inventory to the Debtors on account of such reclamation claims; and it is further

ORDERED, that the Debtors, their officers, employees, and agents, are authorized to take or refrain from taking such acts as are necessary and appropriate to implement and effectuate the relief granted herein; and it is further

ORDERED, this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

END OF ORDER

Submitted by:

Charles R. Gibbs
Keith Miles Aurzada
Randell J. Gartin
AKIN GUMP STRAUSS HAUER & FELD LLP
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201
Telephone: 214.969.2800
Facsimile: 214.969.4343