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

In re:

**CEI Roofing, Inc., et al.

Debtors**

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**Case No. 04-35113-HDH-11
(Jointly Administered)**

**NOTICE OF WITHDRAWAL OF DEBTORS' EMERGENCY
MOTION TO APPROVE KEY EMPLOYEE RETENTION PLAN,
AND EMERGENCY MOTION FOR AN ORDER REMOVING DOCKET ENTRY 173**

COME NOW, CEI Roofing, Inc. and its affiliated debtors and debtors in possession (collectively, the "Debtors") by and through their undersigned counsel, Akin Gump Strauss Hauer & Feld LLP and hereby withdraw their Emergency Motion to Approve Key Employee Retention Plan (the "KERP Motion"), and hereby further request that the Court order the Clerk to withdraw the KERP Motion from the docket.

I. JURISDICTION

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding and for this Motion in this district is proper pursuant to 28 U.S.C. §§ 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(D) & (M). The statutory predicates for the relief sought herein are §§ 361, 363, and 364 of title 11 of the Bankruptcy Code.

II. BACKGROUND

2. General Roofing Services, Inc., ("GRS") the parent corporation, is a Florida corporation founded in 1998 and has become the nation's leading comprehensive provider of commercial roofing solutions in the United States. GRS has a national presence through twenty-seven operating subsidiaries and thirty-six operating locations in twenty-three states. GRS's services include: (i) new roof construction; (ii) replacement or restoration of existing roofing systems; and (iii) emergency and proactive maintenance services. GRS provides these services to commercial multi-property owners and managers in a variety of industries. The service segment of the business provides on call repairs as well as proactive repairs, proactive inspection and maintenance. The construction segment provides roofing systems for new buildings, replacement of significantly damaged roofs, and restoration of existing, mature roofs.s").

3. In May 3, 2004 (the "Petition Date"), Debtors filed voluntary petitions seeking orders for relief under Chapter 11 of the Bankruptcy Code (the "Petition") in the United States Bankruptcy Court for the Northern District of Texas. Pursuant to an Order of this Court, these Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered.

III. REQUEST FOR RELIEF

4. On May 25, 2004, the Debtors mistakenly filed their KERP Motion with their exhibits included. Both the KERP Motion and the exhibits were uploaded to the Court's docket. The exhibits should have been subject of a Motion to File Under Seal, and contain sensitive and confidential information. It is imperative that this information be removed from the Court's docket so that the KERP Motion may be filed with the exhibits under seal. The KERP Motion is being refiled concurrently herewith along with a Motion to File Under Seal.

