



ENTERED

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

The following constitutes the order of the Court.

Signed June 1, 2004.

Hamilton DeWayne Hale
United States Bankruptcy Judge

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

IN RE: §
§ **CASE NO. 04-35113-HDH-11**
CEI ROOFING, INC, et al. § **(Jointly Administered)**
§
Debtors § **Hearing Date: May 27, 2004**

**ORDER GRANTING DEBTORS' APPLICATION FOR ENTRY OF AN
ORDER PURSUANT TO SECTIONS 1107(a) AND 1108 OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO EMPLOY
AND COMPENSATE CERTAIN PROFESSIONALS UTILIZED IN THE
ORDINARY COURSE OF THE DEBTORS' BUSINESS**

Upon the Application for Entry of an Order Pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code Authorizing the Debtors to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of the Debtors' Business (the "Application") filed by CEI Roofing, Inc. and its affiliated debtors and debtors in possession (collectively, the "Debtors"), and the Court having jurisdiction to consider the Application, having heard the evidence and statements of counsel regarding the Application, and finding that no further notice is needed, it is therefore

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

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

ORDERED, that the Debtors are authorized, but not required, to employ and retain, pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code, all Ordinary Course Professionals listed on Exhibit A attached to the Application, which list may be supplemented without the need to file individual retention applications by filing a supplement (the “Supplement”) with the Court and serving the Supplement on the United States Trustee and the attorneys for any statutory creditors’ committees appointed in these Chapter 11 Cases, without the need for any further hearing or notice to any other party; and it is further

ORDERED, that the Debtors are authorized, but not required, to make monthly payments for compensation and reimbursement of expenses less than or equal to \$15,000 to each of the Ordinary Course Professionals in the manner customarily made by the Debtors in the full amount billed by any such Ordinary Course Professional (subject, however, to the next paragraph), upon receipt therefrom of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such Ordinary Course Professional’s standard billing practices (without prejudice to the Debtors’ normal right to dispute any such invoices); *provided, however*, that compensation paid to an Ordinary Course Professional shall not be final until the retention of such Ordinary Course Professional is authorized as a final matter pursuant to the provisions below; and it is further

ORDERED, that all payments to any one Ordinary Course Professional shall be subject to the approval of the Court in accordance with Sections 330 and 331 of the Bankruptcy Code if payments to such Ordinary Course Professional exceed \$15,000 for any one monthly invoice;

and it is further

ORDERED, that the Interested Parties shall have twenty (20) days after the Monthly Invoice Date to review the invoice and file with the Court, and provide notice to the Ordinary Course Professional and all other interested parties, an objection to the fees and expenses requested by such Ordinary Course Professional(s). If any Interested Party objects to the payment of fees or expenses for a particular Ordinary Course Professional, then that Ordinary Course Professional shall be required to submit a formal application to the Court for such compensation in compliance with Sections 327 and 330 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and all applicable orders of the Court. If no objections are filed within twenty (20) days of the Monthly Invoice Date, the Debtors shall be authorized to pay the particular Ordinary Course Professional(s) without further order of the Court; and it is further

ORDERED, that the Debtors shall file a statement with the Court and to serve such statement on the United States Trustee and the attorneys for any statutory creditors' committees appointed in these Chapter 11 Cases on March 31, June 30, September 30, and December 31 of every year that these Chapter 11 Cases are pending (the "Quarterly Statements"). The Quarterly Statements shall include the following information for each Ordinary Course Professional: (a) the name of such Ordinary Course Professional; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the previous ninety (90) days; and (c) a general description of the services rendered by each Ordinary Course Professional; and it is further

ORDERED, that the Interested Parties shall have twenty (20) days following the filing of each such Quarterly Statement to file objections to payments to a particular Ordinary Course Professional reflected in such Quarterly Statement. In the event an objection to the amounts paid

to an Ordinary Course Professional is filed, the Court shall determine the reasonableness and necessity of such fees and expenses. However, objections to the payments to Ordinary Course Professionals will not delay payments to the Ordinary Course Professionals unless and until the Court orders otherwise; and it is further

ORDERED, that within thirty (30) days of an entry of this Order, the Debtors shall serve this Order upon each Ordinary Course Professional, and thereafter, no later than forty-five (45) days after the entry of this Order or thirty (30) days after the Ordinary Course Professional commences work for the Debtors, each Ordinary Course Professional shall file with the Court, and serve on the United States Trustee and the attorneys for any statutory creditors' committees appointed in these Chapter 11 Cases an Ordinary Course Professional Affidavit, substantially similar to the affidavit attached to the Application as Exhibit B, including an explanation of prepetition services rendered, and postpetition services to be provided, to the Debtors; and it is further

ORDERED, that the United States Trustee shall have thirty (30) days after receipt of each Ordinary Course Professional Affidavit (the "Objection Deadline") to object to the retention of such Ordinary Course Professional. The United States Trustee shall serve any such objections upon the Debtors, the relevant Ordinary Course Professional, and the attorneys for any statutory creditors' committee appointed in these Chapter 11 Cases on or before the Objection Deadline. If any such objection cannot be resolved within thirty (30) days, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or other date otherwise agreeable to the relevant Ordinary Course Professional, the Debtors, and the United States Trustee. If no objection is received from the United States Trustee within thirty (30) days

after the filing of an Ordinary Course Professional Affidavit, the Debtors shall be authorized to retain such Ordinary Course Professional as a final matter; and it is further

ORDERED, that the Debtors are authorized, without need for further hearing or order from the Court, to employ and retain Additional Ordinary Course Professionals by filing with the Court and serving on the United States Trustee and the attorneys for any statutory creditors' committees appointed in these Chapter 11 Cases, a supplement listing the name and estimated monthly compensation for each such Additional Ordinary Course Professional, along with a brief description of the services to be rendered and by otherwise complying with the terms of this order; and it is further

ORDERED, that for purposes of complying with Bankruptcy Rule 2014 affidavit requirements, the thirty (30) day requirement for the Additional Ordinary Course Professionals will run from the filing of the Supplement with the Court, but all other requirements will remain the same; and it is further

ORDERED, that the Debtors, in their sole discretion, have the right to amend the Application to add or remove Ordinary Course Professionals, without the need for any further hearing or notice to any party other than the United States Trustee, and without the need to file individual retention applications for each; and it is further

ORDERED, that all time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a); 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, that 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:

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