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PROPOSED ATTORNEYS FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	CHAPTER 11
	§	
CEI ROOFING, INC., <i>et al.</i> ,	§	CASE NO. 04-35113-HDH-11
	§	
DEBTORS.	§	(Jointly Administered)
	§	Hearing Date: June 3, 2004
	§	Hearing Time: 9:00 a.m.

**OFFICIAL COMMITTEE OF UNSECURED CREDITORS' DESIGNATION OF
WITNESSES AND EXHIBITS**

TO THE HONORABLE HARLIN D. HALE, U.S. BANKRUPTCY JUDGE:

COMES NOW, the Official Committee of Unsecured Creditors of CEI Roofing, Inc., *et al.* (the "Committee") and files this its Designation of Witnesses and Exhibits for the hearing on the Debtors' Emergency Motion for Interim Order (I) Authorizing Secured and Super-Priority Financing and Use of Cash Collateral Pursuant to Sections 361, 363, 364 and 507(b), (II) Modifying Automatic Stay Under Section 362, (III) Granting Other Related Relief, and (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001:

WITNESSES:

1. Albert Conly, Senior Managing Director FTI Consulting, Inc.

2. Marla Reynolds, Lain Faulkner & Co., P.C.
3. Gerald Mozian, CFO for the Debtors
4. Steven Hoort, counsel for Baupost Group, LLC
5. All witnesses designated or called by other parties-in-interest

EXHIBITS:

1. Correspondence dated May 21, 2004 from Kevin Lippman to Charles Gibbs requesting certain documents relating to the Debtors' finances for purposes of locating alternative sources for DIP financing.

2. All documents designated or offered by other parties-in-interest.
3. All pleadings on file in this Bankruptcy Case.

The Committee reserves the right to supplement or amend its designation of witnesses and exhibits. The Committee also reserves the right to designate and call rebuttal witnesses and to introduce rebuttal exhibits.

Dated this 2nd day of June, 2004.

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PROPOSED ATTORNEYS FOR THE
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CREDITORS

CERTIFICATE OF SERVICE

This is to certify that the undersigned caused a true and correct copy of the foregoing Official Committee of Unsecured Creditors' Witness List to be served via telecopy on the parties listed below and on the parties listed on the service list attached hereto as **Exhibit "A"** by depositing same in the United States Mail, first class postage prepaid, and properly addressed, on the 2nd day of June, 2004.

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/s/ Kevin M. Lippman
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CASE NO. 04-35113**

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May 21, 2004

VIA FACSIMILE

Charles R. Gibbs, Esq.
Akin Gump Strauss Hauer & Feld, LLP
1700 Pacific Ave., Suite 4100
Dallas, Texas 75202

Re: In re CEI Roofing, Inc., *et al.* ("Debtors");
Case No. 04-35113 (Jointly Administered) ("Bankruptcy Case")

Dear Chuck:

In light of our telephone conversation this morning with representatives of the DIP lenders, and based on their statements that the DIP lenders need to re-evaluate whether they will provide DIP financing to the Debtors as a result of comments made by the Official Unsecured Creditors Committee (the "Committee") at yesterday's meeting, it is the duty of the Committee (and I am sure you will agree the Debtors as well) to locate other potential sources of DIP financing. To allow the Committee to forthwith begin exploring alternative sources of DIP financing, it is imperative for the Committee to receive (to the extent they exist) the documents listed below from the Debtors:

- Current proposed budget for the Debtors and sources and uses of cash for the months of May, June and July 2004;
- The following financial statements for each of the Debtors:
 - monthly for each of the past 12 months;
 - year-end audits for each of the past 4 years;
 - budget to actual presentation for each of the past 2 years;
- Schedules of the following:
 - M & M liens/claims;
 - known reclamation claims;
- Analysis, budgeting and other documentation relating to cost cutting measures analyzed and/or implemented during the two years preceding the filing of the Bankruptcy Case;

- Any and all projections, including without limitation, budgets, budget-to-actual variances and other pro forma information;
- Any and all valuations of the Debtors' assets, including without limitation, liquidation analysis, going-concern valuations, sale prospects, analysis of anticipated proceeds from the sale of all or any part of the Debtors' businesses;
- Any business plans, projections or other operational and financial information that is prospective in nature, including without limitation, any analysis regarding the financial impact of various measures intended to be taken by the Debtors during the bankruptcy case, i.e. rejecting undesirable leases, cost-cutting measures, etc.;
- Any and all guaranties by the Debtors of an Insider's (as defined in 11 U.S.C. § 101) or other entities' or persons' debt; and
- Any and all guaranties of any of the Debtors' indebtedness.

I suspect that many of the above listed documents are in electronic form, thus I request that all such documents be electronically delivered to me before the end of today. With respect to the remaining documents, I request that they be delivered to me before noon, May 24, 2004. While we recognize that the Committee is requesting documents in a short period of time, due to the exigent circumstances involved we trust that you recognize that such a request is reasonable under the circumstances and that you will deliver all of the above listed documents to our offices forthwith. Should you wish to discuss this matter, please give me a call.

Very truly yours,



Kevin M. Lippman

KML/sj

cc: Keith Aurzada, Esq. (via facsimile)
Joseph J. Wielebinski, Esq. (of the firm)