

U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
**ENTERED**  
TAWANA C. MARSHALL, CLERK  
THE DATE OF ENTRY IS  
ON THE COURT'S DOCKET

*Ordel*  
5/5/04

*Henry M*

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  
(Joint Administration Requested)

Hearing: 5/5/04  
10 a.m.

**ORDER GRANTING AUTHORITY TO PAY PREPETITION M&M LIEN CLAIMS**

Upon the Emergency Motion for Authority to Pay Prepetition Claims M&M Lien 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 evidence and statements of counsel regarding the Motion, and finding that no further notice is needed, it is therefore:

**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 Debtors are authorized to pay (subject to the terms and conditions

set forth herein) to the Critical M&M Lien Claimants the entire amount of the Critical M&M Lien Claims; it is further

**ORDERED** that the Debtors are authorized to satisfy' the Critical M&M Lien Claims from available funds, when feasible and appropriate in the Debtors' business judgment and in their sole and absolute discretion, based upon the liquidity available to the Debtors at the time such determination is made, and upon the following conditions:

- (i) all such claims shall be paid by check or by wire transfer of funds;
- (ii) contemporaneous with payment by the Debtors, the Critical M&M Lien Claimant must execute an acceptable form of release of lien; and
- (iii) the Debtors shall transmit a copy of the Order to each Critical M&M Lien Claimant to which any payment permitted hereunder is made;

It is further

**ORDERED** that on the 1st and 15th day of each month, the Debtors shall submit to the Court a schedule of payments (the "M&M Lien Schedule") made to Critical M&M Lien Claimants since the prior M&M Lien Schedule; it is further

**ORDERED** that any party in interest may, within 10 days of the filing of an M&M Lien Schedule, object to any of the payments listed thereon; and after notice and a hearing, the contested Critical M&M Lien Claim payment(s) will be subject to disgorgement if this Court enters an order finding that the payment(s) was not in the best interest of the Debtors' estates; it is further

**ORDERED** that any Critical M&M Lien Claimant who accepts a payment pursuant to this Order shall be deemed to have accepted the terms of this Order; it is further

**ORDERED** that the Debtors are authorized (consistent with this Order) to issue postpetition checks, postpetition drafts, or effect postpetition fund transfer requests, to pay prepetition Critical M&M Lien Claims and to replace any prepetition checks issued to Critical

M&M Lien Claimants dishonored as a consequence of these cases; it is further

**ORDERED** that nothing in this Order shall impair the ability of the Debtors to contest any invoice or claim of any creditor; it is further

**ORDERED** that, within twenty days of the Petition Date, the Debtors shall file with the Court a list of Critical M&M Lien Claimants that have received payment (the "Critical M&M Lien Claim List"); it is further

**ORDERED** that interested parties may file objections to the Critical M&M Lien Claim List and seek a determination from this Court that a particular Supplier or Suppliers should not have been designated as Critical M&M Lien Claimants and that such payment should not have been made and must be disgorged; it is further

**ORDERED** that the relief requested herein shall not constitute or be deemed to be an assumption of or an authorization to assume, pursuant to Section 365 of the Bankruptcy Code, any executory contract or unexpired lease to which the Debtors are a party; it is further

**ORDERED** that this Court shall retain jurisdiction over all matters arising from or related to the interpretation of this Order; it is further

**ORDERED** that, notwithstanding the foregoing, any Chapter 7 trustee subsequently appointed in these cases shall have the rights and powers to avoid any transfers of property made pursuant to this Order under 11 U.S.C. § 549; and it is further

**ORDERED** that except as expressly provided in this Order, the payments provided for herein shall not be subject to disgorgement by any Critical M&M Lien Claimant under any provision of the Bankruptcy Code or other applicable law.

**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:

Charles R. Gibbs  
Keith Miles Aurzada  
Randell J. Gartin  
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Enterprise Systems Incorporated  
11487 Sunset Hills Road  
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# CERTIFICATE OF SERVICE

District/off: 0539-3  
Case: 04-35113

User: sdugan  
Form ID: pdf019

Page 1 of 1  
Total Served: 4

Date Rcvd: May 06, 2004

The following entities were served by first class mail on May 08, 2004.

aty Charles R. Gibbs, Akin Gump Strauss Hauer & Feld, LLP, 1700 Pacific Avenue, Suite 4100,  
Dallas, TX 75201  
aty Keith Miles Aurzada, Akin, Gump, Strauss, Hauer & Feld, LLP, 1700 Pacific, Suite 4100,  
Dallas, TX 75201  
aty Randell J. Gartin, Akin, Gump, Strauss, Hauer & Feld, 1700 Pacific, Suite 4100,  
Dallas, TX 75201  
dbpos CEI Roofing, Inc., 3022 Wheelock, Dallas, TX 75220

The following entities were served by electronic transmission.

NONE. TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE. TOTAL: 0

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: May 08, 2004

Signature:

