



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 10, 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
(Joint Administration Requested)**

**ORDER CONFIRMING GRANT OF ADMINISTRATIVE
STATUS TO OBLIGATIONS ARISING
FROM POSTPETITION DELIVERY OF GOODS**

Upon the Emergency Motion for Order Confirming Grant of Administrative Status to Obligations Arising From Postpetition Delivery of Goods (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 no further notice is necessary, 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 Vendors shall have administrative expense claims with priority pursuant to Section 503(b) of the Bankruptcy Code for those undisputed obligations arising from shipments of merchandise, equipment, supplies, products and related items, and any other items used in the Debtors' business operations (the "Goods") received and accepted by the Debtors after the Petition Date; and it is further

ORDERED, that the Debtors are authorized to pay their undisputed obligations arising from the postpetition shipment or delivery of Goods by the Vendors pursuant to their customary practice in the ordinary course prior to the Petition Date, and the Debtors are authorized to pay for goods in transit on or after the Petition Date; 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