

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

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In re: : Case No. 06-51848
: (Jointly Administered)
CEP HOLDINGS, LLC, et al.,¹ :
: Chapter 11
Debtors. :
: Honorable Marilyn Shea-Stonum
: :
: Hearing Date: 7/24/07 at 1:30 p.m.
: Objection Deadline: 7/13/07 at 4:00 p.m.
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**NOTICE OF (A) DEADLINE FOR CASTING VOTES
TO ACCEPT OR REJECT PROPOSED JOINT PLAN OF
LIQUIDATION, (B) HEARING TO CONSIDER CONFIRMATION OF
PROPOSED JOINT PLAN OF LIQUIDATION AND (C) RELATED MATTERS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On May 25, 2007, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) and the Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”) filed: (a) the *First Amended Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code Proposed by the Debtors and the Official Committee of Unsecured Creditors Dated May 25, 2007* (as it may be amended or modified, the “**Plan**”);² and (b) the related *First Amended Disclosure Statement to Accompany First Amended Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code Proposed by the Debtors and the Official Committee of Unsecured Creditors Dated May 25, 2007* (Docket No. 591) (as it may be

¹ The Debtors are: CEP Holdings, LLC, Creative Engineered Polymer Products, LLC and Thermoplastics Acquisition, LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Plan.

amended or modified, the “**Disclosure Statement**”) under section 1125 of title 11 of the United States Code (the “**Bankruptcy Code**”).

2. Pursuant to an order of the Court dated June 6, 2007 (the “**Disclosure Statement Order**”), the Disclosure Statement and certain related materials (collectively, the “**Solicitation Materials**”) have been approved for solicitation of votes to accept or reject the Plan. In accordance with the Disclosure Statement Order, certain Solicitation Materials have been provided with this Notice, including a copy of the Disclosure Statement and the Plan (including all exhibits thereto filed with the Court).

3. A hearing to consider the confirmation of the Plan (the “**Confirmation Hearing**”) will be held before the Honorable Marilyn Shea-Stonum, United States Bankruptcy Judge, in the Judge’s usual courtroom at United States Bankruptcy Court, 455 U.S. Courthouse, 2 South Main Street, Akron, Ohio 44308, at **1:30 p.m., Eastern Time, on July 24, 2007**.

4. Pursuant to the Disclosure Statement Order, the Court approved certain procedures for the tabulation of votes to accept or reject the Plan. If you are the holder of a claim against one of the Debtors as of **June 6, 2007** (the record date established in the Disclosure Statement Order) in a class entitled to vote on the Plan, you have received with this Notice a ballot form (a “**Ballot**”) and voting instructions appropriate for your claim. The following procedures apply with respect to voting your claim:

a. Except as provided in subparagraph (b) below, **for your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot and return the completed Ballot to the address indicated on the Ballot so that it is received by 5:00 p.m., Eastern Time, on July 13, 2007** (the “**Voting Deadline**”). Any failure to follow the voting instructions included

with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify your Ballot and your vote.

b. Your claim has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with the following tabulation rules approved by the Court in the Disclosure Statement Order (the “**Tabulation Rules**”):

- i. Unless one or more of the Tabulation Rules set forth below applies and provides otherwise, a claim will be deemed temporarily allowed for voting purposes in an amount equal to: (A) the noncontingent, liquidated and undisputed amount of such claim, as set forth in the Schedules; or (B) if a proof of claim has been timely filed in respect of such claim, the noncontingent, liquidated and undisputed amount set forth in such proof of claim.
- ii. If a claim is deemed allowed in accordance with the Plan, such claim will be temporarily allowed for voting purposes in the deemed allowed amount set forth in the Plan.
- iii. If a claim for which a proof of claim has been timely filed and has not been disallowed is listed or marked or otherwise referenced on its face as contingent, unliquidated or disputed, either in whole or in part, only the noncontingent, liquidated and undisputed portion, if any, of such claim will be deemed temporarily allowed for voting purposes, subject to the other Tabulation Rules, and the remaining portion of such claim will be disallowed for voting purposes.
- iv. If a claim for which a proof of claim has been timely filed is marked as a priority claim, either in whole or in part, but is listed in the Schedules as a nonpriority claim or as a priority claim only in part, such claim will be temporarily allowed for voting purposes as a nonpriority claim in an amount equal to the lesser of (A) the entire amount of such claim as set forth in the proof of claim or (B) the nonpriority claim set forth in the Schedules, provided that such claim is not listed in the Schedules or marked on the proof of claim as contingent, unliquidated or disputed.

- v. If a claim has been allowed pursuant to a stipulation approved by the Court, such claim will be deemed temporarily allowed for voting purposes in the amount set forth in the stipulation.
- vi. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Court.
- vii. With respect to a claim as to which (A) the claim is (I) listed in the Schedules as contingent, unliquidated or disputed or in a zero amount or (II) not listed in the Schedules and (B) a proof of claim was not timely filed and no stipulation allowing the claim has been approved by the Court, such claim will be disallowed for voting purposes.
- viii. If the Debtors have filed and served an objection to a claim on or before the date that is 10 days after the date of service of the Confirmation Hearing Notice, such claim will be disallowed for voting purposes in accordance with the relief sought in the objection, unless the objection only seeks disallowance of part of such claim, in which event only the amount subject to the objection will be disallowed for voting purposes.
- ix. If a claim holder identifies a claim amount on its Ballot that is less than the amount otherwise calculated in accordance with the Tabulation Rules, the claim will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot.

c. Temporary allowance or disallowance of your Claim for voting purposes does not constitute an allowance or disallowance of your Claim for purposes of receiving distributions under the Plan and is without prejudice to the rights of the Debtors in any other context, including the right of the Debtors to contest the amount or validity of any claim for purposes of allowance and distribution under the Plan. **If you wish to challenge the allowance or disallowance of your Claim for voting purposes, you must file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to**

accept or reject the Plan and serve such motion on the counsel to the Debtors so that it is received no later than 10 days after the later of (i) the date of service of this Notice and (ii) the date of service of a notice of an objection, if any, to the underlying claim. The Debtors shall have 7 days to file and serve any responses to such motions. Unless the Court orders otherwise, your Claim will not be counted for voting purposes in excess of the amount as determined in accordance with the Tabulation Rules.

5. Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection to the confirmation of the Plan; and (d) be filed with the Court and served so that they are received no later than **4:00 p.m., Eastern Time, on July 13, 2007** by (i) Joseph F. Hutchinson, Esq., Baker & Hostetler LLP, 3200 National City Center, 1900 East 9th Street, Cleveland, OH 44114-3485; (ii) Mark E. Freedlander, Esq., McGuireWoods LLP, 625 Liberty Avenue, 23rd Floor Dominion Tower, Pittsburgh, PA 15222; and (iii) Maria D. Giannirakis, Esq., Office of the U.S. Trustee, Howard M. Metzenbaum U.S. Courthouse, 201 Superior Ave., East, Suite 441, Cleveland, OH 44114. A pre-hearing conference on any objection to the confirmation of the Plan that is filed by the Confirmation Objection Deadline will be held on **July 19, 2007 at 3:30 p.m., Eastern Time.**

6. Requests for additional copies of the Disclosure Statement and the Plan (including all exhibits thereto filed with the Court) by parties in interest may be made in writing or orally to BMC Group, Inc., CEP HOLDINGS, LLC, et al., c/o BMC Group, PO Box 903, El Segundo, CA 90245-0903 (telephone number (888) 909-0100). Copies of the Disclosure Statement and the Plan (with all exhibits filed with the Court) also are available for review, without charge, at <http://www.bmcgroup.com/cep>.

7. The Confirmation Hearing may be continued from time to time without further notice, other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

Dated: June 13, 2007
Cleveland, OH

CEP HOLDINGS, LLC, et al.,
Debtors and Debtors-in-Possession

By: /s/ Joseph F. Hutchinson, Jr.
One of Their Attorneys

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