

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

-----X
In re : Chapter 11
: :
CEP Holdings, LLC, et al., : Jointly Administered
: Case No. 06-51848
Debtors. :
: Judge Marilyn Shea-Stonum
-----X

RESPONSE AND RESERVATION OF RIGHTS OF WACHOVIA CAPITAL FINANCE CORPORATION (CENTRAL) TO DEBTOR’S MOTION (A) GRANTING AUTHORITY FOR THE SALE OF ASSETS PURSUANT TO §363(b); (B) APPROVING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES IN CONNECTION WITH SUCH SALE AND DETERMINING AND ADJUDICATING CURE AMOUNTS WITH RESPECT TO SUCH CONTRACTS AND LEASES PURSUANT TO §365; (C) ESTABLISHING BIDDING PROCEDURES; (D) SETTING DATE FOR AUCTION AND HEARING ON APPROVAL OF SALE OF ASSETS; AND (E) APPROVING FORM OF NOTICE (DOCKET# 103)

Wachovia Capital Finance Corporation (Central) (“Wachovia”) hereby responds to and states its reservation of rights (the “Response”) in respect of the Debtors’ *Motion (A) Granting Authority for the Sale of Assets Pursuant to §363(B); (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Such Sale and Determining and Adjudicating Cure Amounts With Respect to Such Contracts and Leases Pursuant to §365; (C) Establishing Bidding Procedures; (D) Setting Date for Auction and Hearing on Approval of Sale of Assets; and (E) Approving Form of Notice* (Docket# 103). In support of its Response, Wachovia states as follows:

1. Wachovia is currently in discussions with the Debtors, the Official Committee of Unsecured Creditors, the Participating Customers, and the Assisting Customers concerning certain of the procedures and other matters set forth in the Motion.

2. In light of these pending discussions, Wachovia is not presently in a position to consent to the relief requested in the Motion. Accordingly, by this Response, Wachovia expressly reserves all of its rights, defenses, and objections to and in respect of the Motion and the relief requested therein.

WHEREFORE, Wachovia respectfully submits the foregoing Response and requests that the Court enter such Orders as are necessary and proper to preserve Wachovia's rights, defenses and objections to and in respect of the Motion.

Cleveland, Ohio
October 20, 2006

/s/ David M. Neumann
Mark A. Phillips (OBR #0047347)
David M. Neumann (OBR #0068747)
Stuart A. Laven, Jr. (OBR #0071110)
BENESCH, FRIEDLANDER, COPLAN
& ARONOFF LLP
2300 BP Tower
200 Public Square
Cleveland, Ohio 44114-2378
(216) 363-4500
(216) 363-4588 (fax)
dneumann@bfca.com

Alan Solow
Jeremy Downs
Shira Isenberg
GOLDBERG KOHN
55 East Monroe
Suite 3700
Chicago, Illinois 60603

Counsels for Wachovia Capital Finance
Corporation (Central)

CERTIFICATE OF SERVICE

A true copy of the *Response* was sent by regular U.S. Mail this 20th day of October,

2006, to the following:

Joseph F. Hutchinson, Jr.
Thomas M. Wearsch
Eric R. Goodman
Baker & Hostetler
3200 National City Center
1900 East Ninth Street
Cleveland, OH 44114

Joseph Mallak
3650 W. Market Street, Suite 340
Akron, OH 44333

Donald F. Baty
Sarah Hiltz Seewer
Honigman Miller Schwartz and Cohn LLP
2290 First National Building
660 Woodward Avenue
Detroit, MI 48226-3506

Maria D. Giannirakis
Kenneth M. Goodman
U.S. Trustee's Office
201 Superior Avenue, East, Suite 441
Cleveland, OH 44114

Michael C. Hammer
Dickinson Wright PLLC
301 E. Liberty, Suite 500
Ann Arbor, MI 48104

Kristi A. Katsma
Dickinson Wright PLLC
500 Woodward Avenue, #4000
Detroit, MI 48226

Thomas B. Radom
Butzel Long
100 Bloomfield Hills Parkway, Suite 200
Bloomfield Hills, MI 48304

Mark E. Freedlander
Sally E. Edison
Michael J. Roesenthaler
McGuireWoods LLP
Dominion Tower
625 Liberty Avenue, 23rd Floor
Pittsburgh, PA 15222

Kimberly A. Coleman
Leech Tishman Fuscaldo & Lampl, LLC
525 William Penn Place, 30th Floor
Pittsburgh, PA 15219

Michael M. Parker
Fulbright & Jaworski LLP
300 Convent Street, Suite 2200
San Antonio, TX 78205

W. Clark Watson
Eric T. Ray
Balch & Bingham LLP
1901 Sixth Avenue North, Suite 2600
Birmingham, AL 35203

E. Todd Sable
Honigman Miller Schwartz and Cohn LLP
2290 First National Building
660 Woodward Avenue
Detroit, MI 48226-3506

John J. Hunter, Jr.
Hunter & Schank Co., LPA
One Canton Square
1700 Canton Avenue
Toledo, OH 43624

David M. Fusco
Schwarzwald & McNair LLP
616 Penton Media Building
1300 East Ninth Street
Cleveland, OH 44114-1503

Drew T. Parobek
Carrie M. Brosius
Vorys Sater Seymour and Pease LLP
2100 One Cleveland Center
1375 East Ninth Street
Cleveland, OH 44114

Robert J. Sidman
Vorys Sater Seymour and Pease LLP
PO Box 1008
Columbus, OH 43216-1008

James A. Plemmons
Dickinson Wright PLLC
500 Woodward Avenue, Suite 400
Detroit, MI 48226

Jeffrey L. Koberg
Stephen M. Darlington
Ziegler Metzger & Miller LLP
925 Euclid Avenue, Suite 2020
Cleveland, OH 44115-1441

Beverly H. Shideler
IBM Corporation
Two Lincoln Centre
Oakbrook Terrace, IL 60181

Jennifer A. Lesny Fleming
Andrew L. Turscak, Jr.
Thompson Hine LLP
3900 Key Center
127 Public Square
Cleveland, OH 44114-1216

/s/ David M. Neumann