

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION

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In re : Case Nos. 06-51848  
 : (Jointly Administered)  
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CEP HOLDINGS, LLC, *et al.*, : Chapter 11  
 : Honorable Marilyn Shea-Stonum  
Debtors. :  
 :  
 :  
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**GENERAL MOTORS CORPORATION'S AND VISTEON CORPORATION'S  
JOINT CONCURRENCE IN THE DEBTORS' OBJECTION TO AMENDED  
MOTION OF THE INDEPENDENT CONTRACTORS PURSUANT TO 11 U.S.C.  
§ § 503(b), 105(a) and 363 FOR ALLOWANCE OF ADMINISTRATIVE  
EXPENSE AND DIRECTING PAYMENT OF SAME**

General Motors Corporation and Visteon Corporation (each a "Customer" and collectively the "Customers") concur in the facts and recitation of law cited by the Debtors<sup>1</sup> in the *Objection of Debtors and Debtors in Possession to Amended Motion of the Independent Contracts Pursuant to 11 U.S.C. § § 503(b), 105(a) and 363 for Allowance of Administrative Expenses and Directing Payment of Same* (the "Debtors Objection") and further state as follows:

The Customers, together with Delphi Corporation, purchased component parts from the Debtors and were the Debtors' largest customers at the time of the Debtors' bankruptcy filing. The Customers also provided significant funding to the Debtors during the bankruptcy pursuant to the *Final Order Authorizing Debtors to: (A) Use Cash Collateral; (B) Incur Postpetition Debt; (C) Grant Adequate Protection and Provide Security and Other Relief to Wachovia Capital Finance Corporation (Central); and (D)*

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

*Grant Certain Related Relief and the Customer Agreement as incorporated into the Final Order.*<sup>2</sup> On information and belief, the majority of the commissions claimed by the Independent Contractors<sup>3</sup> are against sales to the Customers and Delphi Corporation.

2. As set forth in the Debtors' Objection, the Independent Contractors did not provide postpetition services related to the sales of component parts to the Customers. The Independent Contractors did not arrange any new contracts with the Customers after the Petition Date nor did the Independent Contractors provide any services related to sales of component parts that were being produced as of the Petition Date. All of Debtors' sales to the Customers, including building a substantial parts bank for the Customers, were coordinated through the Customers' consultants, BBK, Ltd. and the Debtors and their consultants. The Independent Contractors did not provide any post-petition services related to those sales.

3. The Customers concur with the Debtors' argument and supporting recitation of law that the Independent Contractors' claim is not entitled to administrative expense priority under 11 U.S.C. § 503(b)(1)(A) as the Independent Contractors did not provide services to the estate after the Petition Date.

WHEREFORE, the Customers respectfully submit that the Independent Contractors claim for commissions related to the prepetition sales contracts are not entitled to administrative expense priority and request that the Independent Contractors' Motion be denied in its entirety.

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<sup>2</sup> The Customers, Debtors and Unsecured Creditors Committee disagree as to whether the amounts claimed by the Independent Contractors, if allowed as an administrative expense claim, would be required to be funded by the Customers as "Cash Infusions" (as defined in the Final Financing Order); however all such parties agree that the Independent Contractors are not entitled to an administrative expense claim, and, to save resources and this Court's time, have further agreed to preserve their arguments related to source of funds, if necessary, until after this Court's ruling on the Independent Contractors' Motion.

<sup>3</sup> All capitalized terms have the same meaning as set forth in the Debtors' Objection.

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