

IT IS SO ORDERED.

Dated: 11:22 AM April 19 2007



UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

----- X
In re: : Case No. 06-51848
: (Jointly Administered)
CEP HOLDINGS, LLC, et al.,¹ :
: Chapter 11
Debtors. :
: Honorable Marilyn Shea-Stonum
:
----- X

**ORDER GRANTING FIRST OMNIBUS OBJECTION OF DEBTORS
AND DEBTORS IN POSSESSION TO DUPLICATE PROOFS OF CLAIM
AND AMENDED PROOFS OF CLAIM [NON-SUBSTANTIVE OBJECTION]**

Upon the *First Omnibus Objection of Debtors and Debtors in Possession to Duplicate Proofs of Claim and Amended Proofs of Claim [Non-Substantive Objection]* (the “**First Omnibus Objection**”)² of CEP Holdings, LLC and its affiliated debtors and debtors-in-possession (each a “**Debtor**” and collectively, the “**Debtors**” or “**CEP**”) in the above-captioned

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

² Capitalized terms used not otherwise defined herein shall have the meanings given to them in the First Omnibus Objection.

Chapter 11 cases (the “**Cases**”), for entry of an order, pursuant to sections 105(a) and 502 of the Bankruptcy Code and Bankruptcy Rule 3007, disallowing and expunging the First Omnibus Claims; the Debtors having withdrawn the First Omnibus Objection as to the Duplicative Claims of General Motors Corporation (Duplicate Claim Number 560), Visteon Corporation (Duplicate Claim Number 578 & 579) and Wachovia Central Finance Corporation (Central) (Duplicate Claim Number 579) (collectively, the “**Withdrawn Objection Claims**”); the Court having reviewed the First Omnibus Objection and the Affidavit of Julia A. Galyen, attached to the First Omnibus Objection as Exhibit C (the “**Affidavit**”), and having heard the statements of counsel in support of the relief requested therein at a hearing before the Court (the “**Hearing**”); and the Court having found and concluded that (i) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding, (iii) notice of the First Omnibus Objection and the Hearing was sufficient under the circumstances, and (iv) the legal and factual bases set forth in the First Omnibus Objection and at the Hearing establish just cause for the relief granted herein; and this Court having determined that granting the relief requested in the First Omnibus Objection is in the best interests of the Debtors, their estates and their creditors; and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The First Omnibus Objection is GRANTED.
2. The Debtors’ withdrawal of the First Omnibus Objection as to the Withdrawn Objection Claims is without prejudice to the rights of the Debtors, the Committee or any successor in interest to object to the Withdrawn Objection Claims on any and all legal and/or factual grounds, including, without limitation, that such claims are duplicative claims.

3. Each of the Duplicative Claims set forth on Exhibit “A” to this Order under the column labeled “Duplicate Claim to be Expunged” is disallowed and expunged in its entirety.

4. Each of the Amended Claims set forth on Exhibit “B” to this Order under the column labeled “Amended Claim to be Expunged” is disallowed and expunged in its entirety.

5. Each of the Duplicative Surviving Claims identified under the column labeled “Remaining Claim” on Exhibit “A” to this Order (the “**Duplicative Surviving Claims**”) and each of the Amended Surviving Claims identified under the column labeled “Remaining Claim” on Exhibit “B” to this Order (the “**Amended Surviving Claims**”) are unaffected by this Order, provided, however, that the Debtors, the Committee and any successor in interest retain the right to object to the Duplicative Surviving Claims and the Amended Surviving Claims on any and all available factual and/or legal grounds.

6. The Debtors; BMC Group, Inc., the Debtors’ claims and noticing agent; and the Clerk of this Court are authorized to take any and all actions necessary or appropriate to give effect to this Order.

IT IS SO ORDERED.

###

Respectfully submitted by:

/s/ Joseph F. Hutchinson, Jr.
Joseph F. Hutchinson, Jr. (0018210)
Thomas M. Wearsch (0078403)
Eric R. Goodman (0076035)
BAKER & HOSTETLER LLP
3200 National City Center
1900 East 9th Street
Cleveland, Ohio 44114-3485
Phone: 216.621.0200
Fax: 216.696.0740

Counsel for the Debtors and Debtors-in-Possession

No Objection:

/s/ Mark Freedlander
Mark Freedlander
Sally Edison
MCGUIRE WOODS
Dominion Tower
625 Liberty Avenue
23rd Floor
Pittsburgh, PA 15222

*Counsel to the Official
Committee of Unsecured Creditors*

/s/ Dawn Copley
Michael Hammer
Dawn Copley
DICKINSON WRIGHT
301 East Liberty Street
Ann Arbor, MI 48104

Counsel for Visteon Corporation

/s/ Jeremy Downs
Jeremy Downs
Shira Isenberg
GOLDBERG KOHN
55 East Monroe Street
Suite 3700
Chicago, IL 60603

*Counsel for Wachovia Capital
Finance Corporation (Central)*

/s/ Sarah Seewer
Donald Baty
Sarah Seewer
HONINGMAN MILLER SCHWARTZ
& COHN
2290 First National Building
600 Woodward Avenue
Detroit, MI 48226

Counsel for General Motors Corporation

EXHIBIT A

In re: CEP HOLDINGS, LLC, et al.
OMNIBUS 1: EXHIBIT A - DUPLICATE CLAIMS

<u>Duplicate claim to be Expunged</u>		<u>Remaining Claim</u>								
	Creditor Name and Address	Duplicate Case No	Duplicate Claim Number	Total Claim Dollars*	Claim Class**	Creditor Name and Address	Remaining Case No	Remaining Claim Number	Total Claim Dollars*	Claim Class**
1	A-1 VENDING 713 FENTON RD FLINT, MI 48503	06-51848	448	BLANK	(U)	A-1 VENDING 713 FENTON RD FLINT MI 48503	06-51848	447	BLANK	(U)
2	CARLISLE ENGINEERED PRODUCTS INC C/O CARRIE M BROSIUS ESQ VORYS SATER SEYMOUR & PEASE LLP 2100 ONE CLEVELAND CTR 1375 EAST NINTH ST CLEVELAND, OH 44114	06-51848	378	\$1,796,911.64	(U)	CARLISLE ENGINEERED PRODUCTS INC C/O CARRIE M BROSIUS ESQ VORYS SATER SEYMOUR & PEASE LLP 2100 ONE CLEVELAND CTR 1375 EAST NINTH ST CLEVELAND OH 44114	06-51847	377	\$1,796,911.64	(U)
3	CARLISLE ENGINEERED PRODUCTS INC C/O CARRIE M BROSIUS ESQ VORYS SATER SEYMOUR & PEASE LLP 2100 ONE CLEVELAND CENTER 1375 EAST NINTH ST CLEVELAND, OH 44114	06-51848	536	\$393,178.65	(U)	CARLISLE ENGINEERED PRODUCTS INC C/O CARRIE M BROSIUS ESQ VORYS SATER SEYMOUR & PEASE LLP 2100 ONE CLEVELAND CENTER 1375 EAST NINTH ST CLEVELAND OH 44114	06-51847	537	\$393,178.65	(U)
4	CARLISLE ENGINEERED PRODUCTS INC C/O CARRIE M BROSIUS ESQ VORYS SATER SEYMOUR & PEASE LLP 2100 ONE CLEVELAND CENTER 1375 EAST NINTH ST CLEVELAND, OH 44114	06-51848	628	UNKNOWN	(U)	CARLISLE ENGINEERED PRODUCTS INC C/O CARRIE M BROSIUS ESQ VORYS SATER SEYMOUR & PEASE LLP 2100 ONE CLEVELAND CENTER 1375 EAST NINTH ST CLEVELAND OH 44114	06-51847	629	UNKNOWN	(U)
5	CD&R COMPONENTS INC DBA CD&R SORTING 3247 WEST STATE RD 229 BATESVILLE, IN 47006	06-51848	582	\$3,559.38 \$11,035.93	(A) (P)	CD&R COMPONENTS INC 3247 W STATE RD 229 BATESVILLE IN 47006	06-51848	583	\$3,559.38 \$11,035.93	(A) (P)
6	CHISSO AMERICA INC 1920 THOREAU DR N SCHAUMBURG, IL 60173-4176	06-51848	402	\$8,289.09	(P)	CHISSO AMERICA INC 1800 CENTURY BLVD STE 1250 ATLANTA GA 30345	06-51848	69	\$8,289.09	(P)
7	CRESTLINE WATER WORKS 100 N SELTZER ST CRESTLINE, OH 44827	06-51848	449	\$2,725.04	(U)	CRESTLINE, CITY OF 100 N SELTZER ST CRESTLINE OH 44827	06-51848	310	\$2,725.04	(U)
8	DALIN MOLD PO BOX 220 2915 INDUSTRIAL PARK DR AUSTINBURG, OH 44010	06-51848	307	\$7,850.00	(U)	DALIN MOLD & MACHINE CO PO BOX 220 2915 INDUSTRIAL PARK DR AUSTINBURG OH 44010	06-51848	213	\$7,850.00	(U)

*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

** (A) - Administrative (S) - Secured
(P) - Priority (U) - Unsecured

In re: CEP HOLDINGS, LLC, et al.
OMNIBUS 1: EXHIBIT A - DUPLICATE CLAIMS

<u>Duplicate claim to be Expunged</u>		<u>Remaining Claim</u>							
Creditor Name and Address	Duplicate Case No	Duplicate Claim Number	Total Claim Dollars*	Claim Class**	Creditor Name and Address	Remaining Case No	Remaining Claim Number	Total Claim Dollars*	Claim Class**
9 FAIRLAWN, CITY OF FAIRLAWN TAX DEPT 3487 S SMITH RD FAIRLAWN, OH 44333-3007	06-51848	255	\$28,387.00 \$26,116.00	(P) (U)	FAIRLAWN, CITY OF PO BOX 5433 FAIRLAWN OH 44334	06-51848	240	\$28,387.00 \$26,116.00	(P) (U)
10 GE PLASTICS ATTN VAL VENABLE 9930 KINCEY AVE HUNTERSVILLE, NC 28078	06-51848	520	\$113,140.00	(U)	GE PLASTICS ATTN VAL VENABLE 9930 KINCEY AVE HUNTERSVILLE NC 28078	06-51847	519	\$113,140.00	(U)
11 GEAGA COUNTY AUDITOR 231 MAIN ST #2 CHARDON, OH 44024-1235	06-51848	403	\$22,147.10	(P)	GEAGA COUNTY TREASURER 231 MAIN ST STE 1B CHARDON OH 44024-1249	06-51848	411	\$22,147.10	(P)
12 MODERN METAL PRODUCTS CO JESSICA GROSSARTH ESQ PO BOX 7006 PULLMAN & COMLEY LLC 850 MAIN ST BRIDGEPORT, CT 06601-7006	06-51848	386	\$358,749.93	(U)	MODERN METAL PRODUCTS CO JESSICA GROSSARTH ESQ PO BOX 7006 PULLMAN & COMLEY LLC 850 MAIN ST BRIDGEPORT CT 06601-7006	06-51848	410	\$358,749.93	(U)
13 NOVA CHEMICALS CITICORP SERVICES 8430 W BRYN MAWR AVE DEPT 2399 CHICAGO, IL 60631-3473	06-51848	416	\$154,220.80	(U)	NOVA CHEMICALS CITICORP SERVICES 8430 W BRYN MAWR AVE DEPT 2399 CHICAGO IL 60631-3473	06-51847	401	\$154,220.80	(U)
14 PLASTOMER CORPORATION COMERICA BK DEPT #15601 PO BOX 67000 DETROIT, MI 48267	06-51848	388	\$3,665.41	(U)	PLASTOMER 37819 SCHOOLCRAFT RD LIVONIA MI 48150-1096	06-51848	387	\$3,665.41	(U)
15 QIS INC AKA QUALITY INDUSTRIAL SRVCS INC 27481 BEVERLY RD ROMULUS, MI 48174	06-51848	219	\$773.50	(U)	QIS INC AKA QUALITY INDUSTRIAL SRVCS INC 27481 BEVERLY RD ROMULUS MI 48174	06-51848	50	\$773.50	(U)
16 QUALITY INSPECTION & CONTAINMENT INC PAIGE LEIGH ELLERMAN ESQ TAFT STETTINIUS & HOLLISTER LLP 425 WALNUT ST CINCINNATI, OH 45202	06-51847	221	\$13,557.45	(U)	QUALITY INSPECTION & CONTAINMENT INC PAIGE LEIGH ELLERMAN ESQ TAFT STETTINIUS & HOLLISTER LLP 425 WALNUT ST CINCINNATI OH 45202	06-51849	220	\$13,557.45	(U)

*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

** (A) - Administrative (S) - Secured
(P) - Priority (U) - Unsecured

In re: CEP HOLDINGS, LLC, et al.
OMNIBUS 1: EXHIBIT A - DUPLICATE CLAIMS

<u>Duplicate claim to be Expunged</u>				<u>Remaining Claim</u>				
Creditor Name and Address	Duplicate Case No	Duplicate Claim Number	Total Claim Dollars*	Creditor Name and Address	Remaining Case No	Remaining Claim Number	Total Claim Dollars*	Claim Class**
17 QUALITY INSPECTION & CONTAINMENT INC PAIGE LEIGH ELLERMAN ESQ TAFT STETTINIUS & HOLLISTER LLP 425 WALNUT ST CINCINNATI, OH 45202	06-51848	222	\$13,557.45	QUALITY INSPECTION & CONTAINMENT INC PAIGE LEIGH ELLERMAN ESQ TAFT STETTINIUS & HOLLISTER LLP 425 WALNUT ST CINCINNATI OH 45202	06-51849	220	\$13,557.45	(U)
18 STONER INC 1070 ROBERT FULTON HWY QUARRYVILLE, PA 17566	06-51848	282	\$542.73	STONER INC ATTN JON FARRELL 1070 ROBERT FULTON HWY QUARRYVILLE PA 17566	06-51848	22	\$542.73	(U)
19 WASTE MANAGEMENT WASTE MANAGEMENT RMC 2421 W PEORIA AVE PHOENIX, AZ 85029	06-51848	471	\$2,658.62	WASTE MANAGEMENT 2421 W PEORIA AVE PHOENIX AZ 85029	06-51848	25	\$2,658.62	(U)

Total Claims Expunged: 19 **Total Dollars Expunged:** \$2,961,065.72

*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

****(A)** - Administrative **(S)** - Secured
(P) - Priority **(U)** - Unsecured

EXHIBIT B

In re: CEP HOLDINGS, LLC, et al.
OMNIBUS 1: EXHIBIT B - AMENDED CLAIMS

<u>Amended claim to be Expunged</u>		<u>Remaining Claim</u>								
	Creditor Name and Address	Amended Case No	Amended Claim Number	Total Claim Dollars*	Claim Class**	Creditor Name and Address	Remaining Case No	Remaining Claim Number	Total Claim Dollars*	Claim Class**
1	ADVANCED COMPOSITES INC ROBERT G HANSEMAN ESQ SEBALY SHILLITO & DYER 1900 KETTERING TOWER 40 N MAIN ST DAYTON, OH 45423	06-51848	250	\$73,659.67	(U)	ADVANCED COMPOSITES INC ROBERT G HANSEMAN ESQ SEBALY SHILLITO & DYER 1900 KETTERING TOWER 40 N MAIN ST DAYTON OH 45423	06-51848	452	\$73,659.67	(U)
2	CHARDON LABORATORIES INC C/O C L FULLER 7300 TUSSING RD REYNOLDSBURG, OH 43068-4111	06-51848	223	\$11,773.96	(U)	CHARDON LABORATORIES INC C/O C L FULLER CFO 7300 TUSSING RD REYNOLDSBURG OH 43068-4111	06-51848	238	\$12,679.31	(U)
3	GE CAPITAL 1010 THOMAS EDISON BLVD SW CEDAR RAPIDS, IA 52404	06-51847	64	\$6,520.47	(S)	GE CAPITAL 1010 THOMAS EDISON BLVD SW CEDAR RAPIDS IA 52404	06-51847	253	\$6,520.47	(S)
4	HONE ENGINEERING INC 30409 FOX CLUB FARMINGTON HILLS, MI 48331	06-51848	56	\$6,000.00	(U)	HONE ENGINEERING INC 30409 FOX CLUB FARMINGTON HILLS MI 48331	06-51848	326	\$6,000.00	(U)
5	LANDSTAR RANGER INC 13410 SUTTON PARK DR S JACKSONVILLE, FL 32224	06-51847	44	\$3,424.26	(U)	LANDSTAR RANGER INC 13410 SUTTON PARK DR SOUTH JACKSONVILLE FL 32224	06-51847	206	\$0.00	(U)
6	PARAMOUNT STAMPING 1200 W 58TH ST CLEVELAND, OH 44102	06-51847	512	\$47,367.11	(U)	PARAMOUNT STAMPING & WELDING 1200 W 58TH CLEVELAND OH 44102	06-51848	592	\$22,128.48 \$25,238.63	(A) (U)
7	SYNCHRONOUS INDUSTRIAL SERVICES 10400 TECHNOLOGY DR COTTONDALE, AL 35453	06-51848	242	\$468.00	(U)	SYNCHRONOUS INDUSTRIAL 10400 TECHNOLOGY DR COTTONDALE AL 35453	06-51848	382	\$468.00	(U)
8	WASHINGTON PENN PLASTIC COMPANY INC ATTN KIMBERLY A COLEMAN LEECH TISHMAN FUSCALDO & LAMPL 525 WILLIAM PENN PL 30TH FL PITTSBURGH, PA 15219	06-51847	492	\$3,068,654.75	(U)	WASHINGTON PENN PLASTIC COMPANY INC ATTN KIMBERLY A COLEMAN LEECH TISHMAN FUSCALDO & LAMPL 525 WILLIAM PENN PL 30TH FL PITTSBURGH PA 15219	06-51847	538	\$3,232,805.65	(U)
		Total Claims Expunged: 8		Total Dollars Expunged: \$3,217,868.22						

*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

****(A)** - Administrative **(S)** - Secured
(P) - Priority **(U)** - Unsecured