

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

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

**DECLARATION OF ANTHONY BERGEN SUBMITTED IN SUPPORT OF
CONFIRMATION OF 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**

I, ANTHONY BERGEN, hereby declare pursuant to 28 U.S.C. § 1746 as follows:

1. I am a Director with the financial consulting firm Huron Consulting Group f/k/a Glass & Associates Inc. (“Huron”). I have approximately 30 years of experience in financial consulting and analysis.

2. In March 2006, Huron was engaged by the Debtors as turn around consultants and financial advisors to aid the Debtors in what they hoped would be a successful reorganization. As part of this engagement, I worked on site at the Debtors’ headquarters in Akron, Ohio from approximately April 2006 until March 2007. I have personally overseen the Debtors financial affairs during this time, including the preparation of borrowing base reports, budgets and related financial reports and documents. As such, I have become personally familiar with the Debtors’ documents, books and

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

records and how they are prepared and maintained. The Debtors create and maintain records of all of their transactions in the regular course of business. It is the Debtors' practice to record transactions, acts, conditions and events concerning the Debtors and the entities with which it does business as those events occur.

3. I submit this Declaration in support of confirmation of the First Amended 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 ("Plan"). Capitalized terms used and not otherwise defined herein will have the meanings set forth in the Plan or in the First Amended Disclosure Statement relating to the Plan, filed on May 25, 2007 (the "Disclosure Statement").

4. Except as otherwise indicated, all statements in the Declaration are based on my personal knowledge, my review of relevant documents or my opinion based upon my experience and knowledge of the Debtors' business operations and financial affairs. If I were called upon to testify, I could and would testify consistently with the facts set forth in this Declaration. I am authorized to submit this Declaration.

THE PROPOSED PLAN OF LIQUIDATION

5. The Plan is the product of collective negotiations of the Debtors and the Committee with The Reserve Group Management Company, Pension Benefit Guaranty Corporation, the USWA, the Participating Customers and Wachovia. The Plan will be funded by the net proceeds from the liquidation of the Debtors' assets, which will, on the Effective Date, be transferred together with any other rights and interests of the Debtors to the CEP Liquidating Trust. The CEP Liquidating Trustee will liquidate any and all assets of the Debtors and distribute the same in accordance with the

provisions of the Bankruptcy Code.

6. The Plan proposes that all secured, priority and tax claims will be paid and that unsecured creditors will receive a pro rata distribution of remaining assets in the CEP Liquidating Trust.

**THE PLAN IS IN THE BEST INTERESTS
OF CREDITORS AND SHAREHOLDERS**

7. As part of Huron's engagement, I was tasked with the responsibility of creating the Distribution Analysis attached as Exhibit C to the Plan. I employed the Debtors' books and records and my knowledge obtained in working with the Debtors in creating the Distribution Analysis. I have detailed records which support each of the figures and results contained in the Distribution Analysis.

8. Based on the Distribution Analysis and the likely costs and expenses associated with a Chapter 7 conversion, I believe that the Plan is in the best interests of creditors and stockholders.

9. Liquidation under Chapter 7 would result in unnecessary administrative costs and expenses. The Chapter 7 Trustee would be entitled to collect a fee of up to three percent (3%) from distributions to creditors. In addition, the Chapter 7 Trustee would lack familiarity with the Debtors' operations. This would lead to additional costs and delay as the Trustee became familiar with the Debtor's business. If the Plan is not confirmed and the case is converted to Chapter 7, I believe that Creditors will likely fare worse than as proposed under the Plan.

THE PLAN IS FEASIBLE

10. The CEP Liquidating Trustee will have sufficient resources to perform his obligations

under the Plan and Plan Trust Agreement. The Plan contemplates that the CEP Liquidating Trustee will collect the assets of the Debtors, liquidate any unliquidated assets, resolve claims against the Debtors and distribute the Debtors assets as provided in the Plan. The Distribution Analysis shows that there are sufficient proceeds from the liquidation of the Debtors to pay all administrative claims against the Debtors estates on the Effective Date. All other administrative claims will be paid as they become undisputed and liquidated.

CONCLUSION

11. I believe the Plan is in the best interests of the Debtor, its Creditors, Equity Interest holders and all parties in interest. I further believe that the Plan will enable the Debtor to maximize the returns to Creditors and Equity Interest holders.

12. I declare under penalty of perjury that the foregoing is true and accurate.

Dated: July 20, 2007

/s/ Anthony Bergen _____
Anthony Bergen