

UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF OHIO
 EASTERN DIVISION

-----	x	Case Nos. 06-51848
In re	:	(Jointly Administered)
	:	
CEP HOLDINGS, LLC, <i>et al.</i> ,	:	Chapter 11
	:	Honorable Marilyn Shea-Stonum
Debtors.	:	
	:	
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**SUMMARY COVER SHEET ON THE FINAL FEE APPLICATION
 OF MCGUIREWOODS LLP FOR ALLOWANCE OF
 COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL
 TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD FROM SEPTEMBER 20, 2006 THROUGH JULY 31, 2007**

Name of Applicant:	McGuireWoods LLP
Authorized to provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	November 8, 2006 (effective as of September 20, 2006)
Period for Which Compensation and Reimbursement is sought:	September 20, 2006 through July 31, 2007
Amount of Compensation for Services Sought as Actual, Reasonable and Necessary:	\$716,460.50
Amount of Expenses Sought to be Reimbursed as Actual, Reasonable and Necessary:	\$19,183.50
Total Amount of Fees and Expenses Sought to be Reimbursed As Actual, Reasonable and Necessary:	\$735,644.00

This is the final application for an allowance of compensation and reimbursement of expenses incurred pursuant to 11 U.S.C. §§ 330 and 331.

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**FINAL FEE APPLICATION OF MCGUIREWOODS LLP
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR THE PERIOD FROM
SEPTEMBER 20, 2006 THROUGH JULY 31, 2007**

McGuireWoods LLP ("McGuireWoods" or "Applicant"), counsel to the Official Committee of Unsecured Creditors, pursuant to §§330(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and the Administrative Order entered October 13, 2006, submits its Final Fee Application Request for Allowance of Compensation and Reimbursement of Expenses for the Period from September 20, 2006 through July 31, 2007 ("Final Fee Application Request"), and states as follows:

I. INTRODUCTION

1. On September 20, 2006 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On July 25, 2007, this Court confirmed 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 (the "Plan") by Order (the "Confirmation Order"), pursuant to the Plan, all of the Debtors, assets and rights have vested in the CEP Liquidating Trust. The Debtors' chapter 11 cases are being jointly administered for procedural purposes only.

2. On October 6, 2006, the Official Committee of Unsecured Creditors (the "Committee") filed an Application for Entry of Order Pursuant to 11 U.S.C. §§ 105 and 1103(a) of the Bankruptcy Code Authorizing and Approving the Employment and Retention of McGuireWoods LLP as Counsel for the Committee *Nunc Pro Tunc* as of September 20, 2006. McGuireWoods' retention was approved by Court Order entered on November 8, 2006.

II. SUMMARY OF COMPENSATION AND EXPENSE REIMBURSEMENT REQUESTED

3. Pursuant to paragraph 16 of the Confirmation Order, McGuireWoods files this Final Fee Application Request for Court approval and allowance of the compensation and reimbursement of expenses for the period from September 20, 2006 through and including July 31, 2007 (the "Final Fee Period").

4. Under the Administrative Order dated October 13, 2006, the Court authorized the submission of monthly fee statements to the Debtors and their attorneys, the secured lenders, the Customers, the Committee and the United States Trustee on or before the 20th day of each calendar month, and for payment of eighty percent (80%) of the uncontested fees and one hundred percent (100%) of the uncontested expenses requested in the monthly fee statement to be paid by the Debtors fifteen (15) days after service of the monthly fee statement.

5. The value of the services performed by McGuireWoods LLP on behalf of the Committee during the Final Fee Period is \$716,460.50, with a blended hourly rate for such work performed of approximately \$341.12 per hour.

6. McGuireWoods represented the pre-petition Unofficial Trade Committee formed prior to the Petition Date at the request of the Debtors. As a result of that pre-petition representation, McGuireWoods currently holds a general retainer of approximately \$18,532.29, which retainer was paid by the pre-petition Debtors prior to the Petition Date. McGuireWoods

was authorized to hold this retainer during the pendency of these cases and will apply the retainer against this Final Fee Application.

7. A summary of the compensation and expense reimbursement requested and paid during the Final Fee Period is as follows:

Date of Monthly Statement	Period Covered	Requested Fees/Expenses	Fees/Expenses Paid
October 17, 2006	September 20, 2006 – September 30, 2006	\$33,584.05	\$30,340.50
November 14, 2006	October 1, 2006 – October 31, 2006	\$85,360.87	\$77,058.27
December 8, 2006	November 1, 2006 – November 30, 2006	\$90,037.43	\$81,424.83
January 11, 2007	December 1, 2006 – December 31, 2006	\$69,495.61	\$62,919.26
February 7, 2007	January 1, 2007 – January 31, 2007	\$70,249.68	\$63,241.23
March 14, 2007	February 1, 2007 – February 28, 2007	\$57,867.51	\$46,302.41
April 11, 2007	March 1, 2007 – March 31, 2007	\$105,137.04	\$84,875.34
May 14, 2007	April 1, 2007 – April 30, 2007	\$51,733.94	\$41,625.64
June 19, 2007	May 1, 2007 – May 31, 2007	\$51,914.89	\$41,644.69
July 17, 2007	June 1, 2007 – June 30, 2007	\$58,838.53	\$47,134.83
August 14, 2007	July 1, 2007 – July 31, 2007	\$61,424.45	\$0.00
	Total Paid Fees/Expenses		\$576,567.00
	Remaining Unpaid 10% Fees for First Interim Fee Period		\$33,743.55
	Remaining Unpaid 20% Fees for Second Interim Fee Period and June, 2007		\$63,909.00
	Total Unpaid Fees/Expenses for July, 2007		\$61,424.45
	Total 100% Fees/100% Expenses		\$735,644.00

8. By Application and pursuant to the Administrative Order, McGuireWoods seeks allowance of compensation in the amount of \$716,460.50 for legal services rendered on behalf of the Committee during the Final Fee Period, and the reimbursement of expenses incurred in

the sum of \$19,183.50 during the Final Fee Period, and requests payment of \$140,544.71, which represents the total fees and expenses due and payable under the Administrative Order that have not been paid to date, less the applied retainer of \$18,532.29.

9. All services performed by McGuireWoods during the Final Fee Period were performed for and on behalf of the Committee.

10. This is the Final Fee Application Request filed by McGuireWoods in this case.

11. During the Final Fee Period, McGuireWoods provided a total of 2,100.30 hours of legal and paralegal services on behalf of the Committee. Set forth in **Exhibit A** is a listing of the name and position of each McGuireWoods professional, together with that person's hourly billing rate, and the amount billed for each professional who rendered services during the Final Fee Period. Set forth in **Exhibit B** is a chronological listing of services provided for each category for the Period of June 1, 2007 through July 31, 2007. Copies of time records for the First and Second Interim Fee Applications covering the Period of September 20, 2006 through May 31, 2007 are on file with the Court and can be provided or reviewed upon request. Set forth in **Exhibit C** is a chart showing the actual and necessary expenses in the amount of \$19,183.50 incurred in the rendition of actual and necessary services by McGuireWoods during the Final Fee Period.

III. SUMMARIES OF SERVICES RENDERED

12. McGuireWoods has accounted for its time by designating twenty-two (22) separate categories, standard for a case of this size and nature, to which time was billed as follows:

Exhibit 1	01 General (Administrative Matters)
Exhibit 2	02 Petition, Schedules and Financial Reports
Exhibit 3	03 Investigation of Prepetition Transactions
Exhibit 4	04 Debtor in Possession Financing
Exhibit 5	05 Monthly Reports
Exhibit 6	06 Cash Collateral
Exhibit 7	07 Creditors Inquiries

Exhibit 8	08 Docket Review
Exhibit 9	09 Employee Matters
Exhibit 10	10 Executory Contracts, Personalty Leases and Real Estate Leases
Exhibit 11	11 Reclamation
Exhibit 12	12 Client Conferences
Exhibit 13	13 Disclosure Statement and Plan of Reorganization
Exhibit 14	14 Insurance
Exhibit 15	15 Taxes
Exhibit 16	16 Utilities
Exhibit 17	17 Creditors' Committee
Exhibit 18	18 Claims Processing
Exhibit 19	19 Miscellaneous Motions and Adversary Proceedings
Exhibit 20	20 Sales
Exhibit 21	21 Motions for Relief from Stay
Exhibit 22	22 Retention of Professionals and Fee Applications

13. A narrative statement of the services rendered in each category and a summary of the time and charges of each professional who rendered services and the grand total of all time and charges for services rendered in each category is as follows:

- 01 General (Administrative Matters).** Services rendered in this category include review and analysis of case documentation, coordination of filing and service of miscellaneous pleadings, maintenance of case files, general research relating to posture of case, preparation of case status report, meetings and communications with case professionals regarding case status and resolution of open issues, committee organizational matters, strategic planning, and other general issues in the bankruptcy case. The total hours expended in this category are **412** and the total amount of compensation sought in this category is **\$132,856.50**.
- 02 Petition, Schedules and Financial Reports.** Services rendered in this category include analysis of Debtors' schedules and statements, review of financial documentation relating to wind down budget, and communications with Grant Thornton regarding vendor overpayments. The total hours expended in this category are **10** and the total amount of compensation sought in this category is **\$2,880.50**.
- 03 Investigation of Prepetition Transactions.** Services rendered in this category include analysis of information requests of independent contractors and Reserve Group, communications with counsel to Reserve Group regarding due diligence issues relating to potential claims against Reserve Group, communications with Huron Consulting and Grant Thornton regarding preference analysis and related claim issues, review of pre-petition sale transaction documents, review of case correspondence regarding status of reconciliation of Carlisle claim and collection of A/R, research potential causes of action against Parker Hannifin, review of case law relating to PBGC issues and preparation of memorandum regarding same, revisions to Reserve Group claims

memorandum and pension plan resolution memorandum, research regarding standard for seller liability relating to Parker Hannifin transactions and preparation of related memorandum, draft response to Washington Penn information request and review of related information, communications with case professionals regarding avoidance action analysis relating to Parker Hannifin and Carlisle and Washington Penn allegations relating to equity withdrawals, communications with Grant Thornton regarding post-petition overpayment reimbursements, and correspondence to Carlisle counsel regarding litigation claim refund. The total hours expended in this category are **60.9** and the total amount of compensation sought in this category is **\$24,761.00**.

- 04** **Debtor-in-Possession Financing.** Services rendered in this category include review and analysis of Debtors' postpetition financing Motion, preparation of Committee objection to Debtors' Motion, preparation and attendance at debtor-in-possession financing hearings, communications with Debtors' counsel regarding case status, strategy and issues relating to financing, analysis of loan documents, conferences with case professionals regarding wind down costs and liquidation analysis, drafting of revisions to DIP amendment and Order, communications with case professionals regarding DIP release stipulation and draft revisions to same, communications with counsel to Wachovia regarding release of collateral proceeds to Debtors and Wachovia request for release by Committee, communications with Debtors' counsel regarding position on Wachovia revisions to cash collateral Order, revisions to cash collateral Order, communications with counsel to General Motors regarding participating customers demand for payment of subordinated secured participation, analysis of final DIP Order and customer agreement relating to cash infusion issues and related communications with case professionals, and review of correspondence regarding resolution of outstanding issues. The total hours expended in this category are **150.3** and the total amount of compensation sought is **\$59,445.50**.
- 05** **Monthly Reports.** There were no services rendered in this category.
- 06** **Cash Collateral.** There were no services rendered in this category.
- 07** **Creditors Inquiries.** Services rendered in this category include communications with creditors regarding case status. The total hours expended in this category are **2.2** and the total amount of compensation sought is **\$816.00**.
- 08** **Docket Review.** Services rendered in this category include daily review and distribution of case docket. The total hours expended in this category are **31.1** and the total amount of compensation sought is **\$5,150.50**.
- 09** **Employee Matters.** Services rendered in this category include review of pleadings relating to employee incentive program and related interoffice conferences, communications with case professionals regarding employee agreements and documentation, analysis of collective bargaining agreements and pension plans and meeting with case

professionals relating to same, communications with case professionals regarding status of effects bargaining with USWA and WARN claim issues, meeting with Debtors and Reserve Group regarding pension claims, communications with Huron Consulting regarding pension plan document review, and examine correspondence from Debtors' counsel regarding workers' compensation issues and related communications with Debtors' counsel, review correspondence from case professionals regarding settlement of pension plan and Reserve Group issues, and related correspondence to Committee regarding settlement of union claims. The total hours expended in this category are **22** and the total amount of compensation sought is **\$8,755.00**.

- 10** **Executory Contracts, Personalty Leases and Real Estate Leases.** Services rendered in this category include review and analysis of documentation regarding Debtors' lease issues and executory contracts, review of Debtors' Motions to assume employment agreement and lease, communications with counsel to Carlisle regarding equipment lease issues and claims, examine joint stipulated facts relating to NL Ventures, review of proposed Middlefield facility rejection Order, and communications with case professionals regarding status of lease rejection claims. The total hours expended in this category are **8.9** and the total amount of compensation sought is **\$3,499.00**.
- 11** **Reclamation.** There were no services rendered in this category.
- 12** **Client Conferences.** Services rendered in this category include conference with creditors committee regarding case status. The total hours expended in this category are **.5** and the total amount of compensation sought is **\$155.00**.
- 13** **Disclosure Statement and Plan of Reorganization.** Services rendered in this category include review and analysis of case documentation in connection with preparation of joint plan of liquidation, disclosure statement and trust agreement, legal research regarding substantive consolidation and preparation of memorandum relating to same, communications with case professionals regarding plan and trust issues, review of Debtors' Motion to extend period of exclusivity and preparation of response relating to same, drafting of revisions to Plan/Disclosure Statement and Liquidating Trust Agreement, communications with Grant Thornton regarding revisions to liquidation analysis, review and revise liquidation analysis, conference with Committee regarding Plan revisions, review of Motion to approve Disclosure Statement, and related Objections, draft Responses to Objections to Disclosure Statement, draft additional amendments to Disclosure Statement, coordinate filing of Amended Plan/Disclosure Statement, communications with Debtors' counsel and PBGC representatives relating to pension plan assumption and confirmation issues, and preparation of memorandum relating to First Amended Plan/Disclosure Statement filed, participate in court hearings regarding approval of Disclosure Statement, attend to plan solicitation, review of draft Objection relating to plan voting and related exhibits, prepare Memorandum in Support of Confirmation of Plan, Affidavits in

Support of Confirmation, proposed confirmation Order and revisions to same, review of voting tabulation report, communications with Committee regarding ballot deadline, review of Objections to Plan and related conferences with objecting parties, research sixth circuit standards for plan confirmation and partial consolidation, attend to confirmation issues, prepare for and attend confirmation hearing, review of confirmation Order entered, review of Wachovia payoff letter and participating customer A/R settlement Stipulation and preparation of related memorandum, and attend to case transition issues. The total hours expended in this category are **407.1** and the total amount of compensation sought is **\$152,749.50**.

- 14 **Insurance**. There were no services rendered in this category.
- 15 **Taxes**. Services rendered in this category include analysis of plan confirmation/effective date liquidating trust transition issues. The total hours expended in this category are **2.5** and the total compensation sought is **\$1,187.50**.
- 16 **Utilities**. There were no services rendered in this category.
- 17 **Creditors' Committee**. Services rendered in this category include preparation of Committee by-laws, interoffice conferences regarding status of Committee organizational issues, communications and meeting with Committee regarding case status and strategy, preparation of case status memorandum to Committee, review of pre-petition Committee materials relating to Washington Penn information request and communications with Committee co-chairs regarding same, prepare for and participate in Committee conference calls regarding Reserve Group release and pension plans and Parker Hannifin issues, draft and circulate Committee meeting minutes, prepare memorandum to Committee regarding approval of Amended Plan/Disclosure Statement and participating Customer/Wachovia settlement, and review and analysis of interoffice correspondence regarding committee approval of releases. The total hours expended in this category are **54.9** the total amount of compensation sought is **\$21,606.00**.
- 18 **Claims Processing**. Services rendered in this category include communications with Debtors' counsel regarding claims issues, research regarding setoff case law in connection with rejection damages and security deposits, conferences with case professionals regarding independent contractor claims and general claim issues, revisions to proposed stipulation of facts for independent contractor claims litigation and office conferences regarding same, review of Carlisle memorandum relating to lease claims and analysis of related documentation, review of Carlisle claims reconciliation, communications with claims team regarding claims reconciliation strategy, review and analysis of claims filed to date, review claims reconciliation reports, prepare for and participate in weekly claims reconciliation calls, and review and analysis of Reserve Group resolution, review of lease rejection Orders and weekly claims reports, reconciliation of unresolved claims report against accounts payables,

communications with case professionals regarding WARN Act, claims asserted by USW and resolution of same, review and analysis of administrative claims and priority claims reports, meeting with claims team regarding resolution of claims and outstanding issues, preparation of omnibus claims objection, and review of claims objection exhibits. The total hours expended in this category are **199.1** and the total amount of compensation sought is **\$68,588.00**.

- 19** **Miscellaneous Motions and Adversary Proceedings.** Services rendered in this category include review and analysis of case documentation and pleadings filed of record, meetings and conferences with case professionals regarding miscellaneous motions filed and relief requested, research regarding substantive consolidation, prepare case files for omnibus hearings, preparation and participation in omnibus hearings, research relating to current posture of case, preparation of miscellaneous pleadings, update of critical dates calendar, and coordination of filing of pleadings with Court. The total hours expended in this category are **434.3** and the total amount of compensation sought is **\$136,375.00**.
- 20** **Sales.** Services rendered in this category include review and analysis of appraisals received from Debtors' counsel, draft list of issues relating to asset liquidation, conferences with case professionals regarding case status, strategy and sale issues, review and analysis of sale procedures motion, address sale issues relating to various facilities, conferences with case professionals relating to auctioneer selection process, review transactional documents relating to sale of real property, preparation and attendance at sale hearings and auctions, communications with auctioneer regarding asset liquidation and facility exit issues, communications with Debtors' counsel regarding status of sale of Lapeer facility, review correspondence from case professionals regarding Lapeer mechanics lien issues and closing statements for auction sales, review of auction closing reports, and examination of asset purchase agreements between Debtors, Parker Hannifin and Carlisle. The total hours expended in this category are **224.4** and the total amount of compensation sought is **\$81,434.00**.
- 21** **Motions for Relief from Stay.** Services rendered in this category include review and analysis of Motions for Relief from Stay filed by creditors and related correspondence from case professionals. The total hours expended in this category are **.7** and the total amount of compensation sought is **\$203.50**.
- 22** **Retention of Professionals and Fee Applications.** Services rendered in this category include preparation of retention application, communications with financial advisors regarding invoice submittal procedures, communications with court and case professionals regarding first and second interim fee application timelines and filing procedures, preparation of interim fee applications and communications with Grant Thornton regarding same, coordinate filing and service of interim fee applications and monthly invoices to case professionals, review and

analysis of Objection of Washington Penn to interim fee applications of McGuireWoods and Grant Thornton and address related issues, revise proposed Order accompanying second interim fee application of Grant Thornton, interoffice conferences regarding status of payments to Grant Thornton, and related communications with Huron Consulting. The total hours expended in this category are **79.4** and the total amount of compensation sought is **\$15,998.00**.

IV. ALLOWANCE OF COMPENSATION

14. The fees and expenses requested for this Final Fee Period by McGuireWoods LLP are based on the firm's usual and customary hourly rates and expenses charged for work performed for other clients on both bankruptcy and non-bankruptcy related matters.

15. As set forth in the attached Affidavit of Mark E. Freedlander, McGuireWoods LLP has not represented or held an interest adverse to the estate, and is a disinterested person within the meaning established by § 327(a) of the Bankruptcy Code. Additionally, no division of fees prohibited by Section 504 of the Bankruptcy Code and no agreement prohibited by 18 U.S.C. § 155 has been or will be made by McGuireWoods LLP or any of its employees.

WHEREFORE, McGuireWoods LLP respectfully requests that this Honorable Court enter an Order allowing it final compensation in the amount of \$716,460.50 for legal services rendered on behalf of the Committee during the Final Fee Period, and allowing reimbursement of expenses incurred in the sum of \$19,183.50 during the Final Fee Period, and directing the Debtors to immediately pay \$140,544.71, which represents all outstanding fees and expenses due to McGuireWoods pursuant to the Administrative Order, less the applied retainer of \$18,532.29.

Dated: August 24, 2007

Respectfully submitted,

McGUIREWOODS LLP

By: /s/ Mark E. Freedlander

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