AFFIDAVIT

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

Mark E. Freedlander, being first duly sworn on oath, deposes and says that he is a partner in the law firm of McGuireWoods LLP, co-counsel for the Official Committee of Unsecured Creditors of CEP Holdings, LLC, *et al.*

That McGuireWoods LLP is a disinterested person and does not represent or hold an interest adverse to the interests of the Estates on the matters for which it was employed, in accordance with Section 327(a) of the Bankruptcy Code;

That no prohibited agreement or understanding exists between McGuireWoods LLP or any of its employees and any other person or persons for a division of compensation in this proceeding;

That no division of fees prohibited by Section 504 of the Bankruptcy Code has been or will be made;

That no agreement prohibited by 18 U.S.C. §155 has been or will be made by McGuireWoods LLP or any of its employees;

That no other prohibited division of compensation has been or will be made by McGuireWoods LLP or any of its employees;

That, in addition, the foregoing Application is submitted in accordance with the provisions of Rule 2016 of the Federal Rules of Bankruptcy Procedure and the Rules of this Court.

Mark E. Freedlander

Sworn to and subscribed
before me this 24th day
of August, 2007.

Lela Lescallette
Notary Public
COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Lela M. Lescallette, Notary Public
City Of Pittsburgh, Allegheny County
My Commission Expires Mar. 17, 2010
Member, Pennsylvania Association of Notaries