

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

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In re: : Case No. 06-51848  
: (Jointly Administered)  
CEP HOLDINGS, LLC, et al.,<sup>1</sup> :  
: Chapter 11  
Debtors. :  
: Honorable Marilyn Shea-Stonum  
: :  
: Related Docket No. 712  
: :  
: Pre-Hearing Date: 11/19/07 at 4:00 p.m.  
: Hearing Date: 11/20/07 at 10:00 a.m.  
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**DECLARATION OF ANTHONY BERGEN REGARDING CEP LIQUIDATING TRUST'S  
SECOND OMNIBUS OBJECTION TO CLAIMS FILED WITH THE BANKRUPTCY COURT**

I, Anthony Bergen, under penalty of perjury, state that the following is true to the best of my knowledge, information and belief:

1. I am over eighteen years of age and I am a Director with the financial consulting firm Huron Consulting Group f/k/a Glass & Associates Inc. ("Huron").

2. In March 2006, Glass & Associates Inc., the predecessor of 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 personally oversaw 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 records and how they are prepared and maintained. The Debtors created and maintained records of all of their

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

transactions in the regular course of business. It was 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. Pursuant to the Order Confirming 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 (Docket 661), Shaun Martin was appointed as the Liquidating Trustee of the CEP Liquidating Trust, the successor in interest to the Debtors (the "Trust"). Mr. Martin is affiliated with Huron and I have worked in conjunction with Mr. Martin for the administration of the Trust.

4. Unless otherwise defined herein, terms capitalized in this Declaration have the same meaning as given in the CEP Liquidating Trust's Second Omnibus Objection to Claims Filed with the Bankruptcy Court (the "Second Omnibus Claims Objection") (Docket 712).

5. I submit this Declaration in support of the Second Omnibus Claims Objection.

6. Exhibit "A" to the Second Omnibus Claims Objection contains a list of claims for which the Trust contends, based upon a review and analysis of the Debtors' books and records, that the Trust has no liability (the "Books and Records Claims"). The alleged bases for the Trust objection to the Books and Records Claims include that the claims are (a) alleged post-petition liabilities, (b) alleged pre-petition liabilities that were paid prior to the date the Debtors sought bankruptcy protection and/or (c) alleged pre-petition liabilities that were paid pursuant to authority granted by this Court. As a result, the parties asserting the Books and Records Claims on Exhibit "A" to the Second Omnibus Claims Objection do not possess valid pre-petition claims against the Debtors or the Trust for the claims identified in Exhibit "A" to the Second Omnibus Claims Objection.

7. Exhibit "B" to the Second Omnibus Claims Objection contains a list of claims that fail to provide sufficient support for the Trust to determine the basis and/or validity for the claims (the "Insufficient Support Claims"). I, on behalf of the Trust, have reviewed the books and

records of the Debtors and I am unable to discern any liability for the Insufficient Support Claims. As a result, the parties asserting the Insufficient Support Claims on Exhibit "B" to the Second Omnibus Claims Objection do not possess valid claims for the claims identified in Exhibit "B" to the Second Omnibus Claims Objection.

8. Exhibit "C" to the Second Omnibus Claims Objection contains a list of claims that were paid by the Debtors either on a pre-petition basis or pursuant to Order of this Court (the "Paid Claims"). I, on behalf of the Trust, have reviewed the books and records of the Debtors and I have determined that the Paid Claims have actually been paid by the Debtors or the Trust, as applicable. As a result, the parties asserting the Paid Claims on Exhibit "C" to the Second Omnibus Claims Objection do not possess valid claims for the claims identified in Exhibit "B" to the Second Omnibus Claims Objection.

9. Exhibit "D" to the Second Omnibus Claims Objection contains a list of claims that were filed with an improper claim classification ("Reclassify Claims"). I, on behalf of the Trust, have reviewed the books and records of the Debtors and I have determined that the parties asserting the Reclassify Claims possess valid claims with respect to dollar amount of each such claims, but not the claim classification. I, on behalf of the Trust, worked in connection with counsel to the Trust to determine the proper classification under the Bankruptcy Code for each of the Reclassify Claims. As a result, the Trust proposes to modify the classification of the Reclassify Claims and to allow these claims as allowed general unsecured claims as set forth on Exhibit "D" to the Second Omnibus Claims Objection.

10. Exhibit "E" to the Second Omnibus Claims Objection contains a list of claims for which I, on behalf of the Trust, have been unable to reconcile the claim classification and/or claim amount following an extensive examination of the Debtors' books and records (the "Reclassify, Reduce and Allow Claims"). As a result, I submit, on behalf of the Trust, the Reclassify, Reduce and Allow Claims be reclassified, reduced and allowed as set forth on Exhibit "E" to the Second Omnibus Claims Objection.

11. Exhibit "F" to the Second Omnibus Claims Objection contains a list of claims that were filed in an overstated amount (the "Reduce and Allow Claims") based upon my review of the Debtors' books and records. As a result, I submit, on behalf of the Trust, the Reduce and Allow Claims be reduced and allowed as set forth on Exhibit "F" to the Second Omnibus Claims Objection.

12. I have, on behalf of the Trust and based upon a review of the individual claims, determined that each of the claims identified on Exhibit "I" to the Second Omnibus Claims Objection under the column labeled "Reason for Proposed Disallowance" is a claim filed without any supporting documentation (collectively, the "No Supporting Documentation Claims"). In particular, the claimants identified on Exhibit "I" to the Second Omnibus Claims Objection filed their claims without any documentation. Further, based upon my review of the Debtors' books and records, I have not been able to determine any liability for the No Supporting Documentation Claims.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on November 19, 2007

A handwritten signature in black ink, appearing to read 'AB', is written over a horizontal line.

Anthony Bergen

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