

IT IS SO ORDERED.

Dated: 10:58 AM November 20 2007



**IN THE 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
: :
: Related to Docket No. 658, 712

**STIPULATION AND AGREED ORDER RESOLVING CLAIMS
OF CARLISLE ENGINEERED PRODUCTS, INC.**

The CEP Liquidating Trust, as successor in interest to the above-captioned debtors-in-possession, (the "Trust") and Carlisle Engineered Products, Inc. ("Carlisle") hereby stipulate as follows:

RECITALS

1. On September 20, 2006, Debtors filed with this Court its voluntary petitions for relief under Chapter 11 of the Bankruptcy Code (the "Petition Date").

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

2. On January 12, 2001, Carlisle, as lessee, and Botting-Thompson Realty, LTD. (“Botting-Thompson”), as lessor, entered into that certain lease of non-residential real property located at 119 East Dayton Street, West Alexandria, Ohio 45381 (the “Lease”).

3. On August 17, 2005, Carlisle assigned its rights under the Lease to Creative Engineered Polymer Products, LLC (“CEPP”), a predecessor in interest to the Trust. In connection with such assignment, Carlisle agreed to guarantee CEPP’s obligations under the Lease to Botting-Thompson.

4. On January 19, 2007, this Court entered an order rejecting the Lease (the “Rejection Order”) (Docket 305).

5. On January 19, 2007, Botting-Thompson filed a proof of claim asserting a general unsecured claim against CEP Holdings, LLC, a predecessor in interest to the Trust, in the amount of \$986,543.61 at Claim No. 429 (the “Botting-Thompson Filed Claim”).

6. On February 19, 2007, Carlisle filed a proof of claim asserting a general unsecured claim against CEPP in the amount of \$393,178.65 at Claim No. 537 (the “Carlisle Filed Claim”).

7. The underlying claims for the Botting-Thompson Filed Claim and the Carlisle Filed Claim are the same.

8. Botting-Thompson has assigned the Botting-Thompson Filed Claim to Carlisle.

9. On July 25, 2007, Carlisle filed the Application for the Allowance of Administrative Expense Claim (the “Carlisle Administrative Expense Request”) (Docket

658). In the Carlisle Administrative Expense Request, Carlisle sought an order of the Bankruptcy Court allowing an administrative expense in the amount of \$98,294.64 pursuant to 11 U.S.C. § 365(d)(3) for unpaid post-petition rent related to the Lease accruing until the Rejection Order.

10. Carlisle and the Trust have reconciled the Carlisle Filed Claim, Botting-Thompson Claim and the Carlisle Administrative Expense Request and have agreed to the following treatment of the Carlisle Filed Claim, Botting-Thompson Claim and the Carlisle Administrative Expense Request under the terms set forth below.

STIPULATION

11. The Trust and Carlisle agree the Botting-Thompson Filed Claim, the Carlisle Filed Claim and Carlisle Administrative Expense Request shall be treated as follows:

- i. The assignment of the Botting-Thompson Filed Claim to Carlisle is permissible.
- ii. Carlisle agrees to withdraw the Botting-Thompson Filed Claim.
- iii. The Carlisle Filed Claim shall be allowed in full in the amount of \$393,178.65 as a general unsecured claim.
- iv. The Carlisle Administrative Expense Request shall be allowed in the amount of \$68,806.25 as an administrative expense.

12. Each person proposing this Stipulation represents that he or she has full authority and capacity to make the commitment contained in this Stipulation.

13. The relief set forth in this Stipulation resolves only the Botting-Thompson Filed Claim, the Carlisle Filed Claim and the Carlisle Administrative Expense Request and does not adjudicate the rights of the parties with respect to any other claims, requests for payment, causes of actions or otherwise. The right of the Trust and

Carlisle with respect to any other claims, requests for payment, causes of actions or otherwise are hereby expressly reserved.

WHEREFORE, the Court finds that good cause exists for approving the settlement of the parties as contained in this Agreed Order.

IT IS, THEREFORE, ORDERED THAT:

1. The Botting-Thompson Filed Claim, the Carlisle Filed Claim and the Carlisle Administrative Expense Request are hereby assigned, allowed and/or withdrawn as follows:

- i. The assignment of the Botting-Thompson Filed Claim to Carlisle is hereby approved.
- ii. The Botting-Thompson Filed Claim is deemed withdrawn.
- iii. The Carlisle Filed Claim is allowed in full in the amount of \$393,178.65 as a general unsecured claim.
- iv. The Carlisle Administrative Expense Request is hereby allowed the amount of \$68,806.25 as an administrative expense.

IT IS SO ORDERED.

###

Respectfully submitted by:

/s/ Mark E. Freedlander
Mark E. Freedlander (PA I.D. #70593)
William C. Price (PA I.D. #90871)
23rd Floor, Dominion Tower
625 Liberty Avenue
Pittsburgh, PA 15222-3142
Telephone: 412.667.6000
Facsimile: 412.667.6050
Email: mfreedlander@mcquirewoods.com

STIPULATED AND AGREED TO BY:

/s/ Drew T. Parobek
Drew T. Parobek
Vorys, Sater, Seymour
and Pease LLP
1375 East 9th Street
Cleveland, OH 44114
216-479-6162
216-937-3736
dtparobek@vssp.com

*Attorneys for Carlisle Engineered
Products, Inc.*

/s/ William C. Price
William C. Price
McGuireWoods LLP
625 Liberty Ave., 23rd Floor
Pittsburgh, PA 15222
412-667-6000
412-667-6050 fax
wprice@mcguirewoods.com

Attorneys for the CEP Liquidating Trust

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CERTIFICATE OF SERVICE

District/off: 0647-5
 Case: 06-51848

User: cbeog
 Form ID: pdf701

Page 1 of 3
 Total Served: 81

Date Rcvd: Nov 21, 2007

The following entities were served by first class mail on Nov 23, 2007.

db CEP Holdings, LLC, 3650 W. Market Street, Suite 340, Akron, OH 44333
 aty +Aaron M Silver, Honigman Miller Schwartz & Cohn LLP, 2290 First National Bldg,
 Detroit, MI 48226-3583
 aty +Alan P. Solow, Benesch Friedlander Coplan & Aronoff LLP, 2300 BP Tower, 200 Public Square,
 Cleveland, OH 44114-2316
 aty +Andrew L. Unterlack, Lamm Ruberstone Lesavoy Butz & David LLC, 3600 Horizon Blvd, #200,
 Trevoise, PA 19053-4949
 aty +Baker & Hostetler LLP, 3200 National City Center, 1900 East Ninth Street,
 Cleveland, OH 44114-3404
 aty +David G. Dragich, Foley & Lardner LLP, 500 Woodward Ave., #2700, Detroit, MI 48226-3489
 aty +George R. Diaz-Arrastia, Schirmeister Diaz-Arrastia Brem LLP, Pennzoil Place - North Tower,
 700 Milam, 10th Floor, Houston, TX 77002-2806
 aty +Jonathan P. Blakely, The Nantucket Building, 23 S Main St 3rd FL, Akron, OH 44308-1818
 aty +Kevin N. Summers, 1349 S. Huron St., #1, Ypsilanti, MI 48197-7022
 aty +McGuireWoods LLP, 625 Liberty Ave, 23rd Floor, Pittsburgh, PA 15222-3110
 aty +Nicole Y Lamb-Hale, 500 Woodward Ave., #2700, Detroit, MI 48226-3489
 aty +Sharon L Royer, Harrisburg Bankruptcy and Compliance, 1171 S Cameron St, #312,
 Harrisburg, PA 17104-2510
 aty +Victor M. Firth, Firth Johnston Martinez, 415 N. Mesa, Third Floor,
 El Paso, TX 79901-1221
 aty +William C. Price, McGuireWoods LLP, 23rd Floor, Dominion Tower, 625 Liberty Ave.,
 Pittsburgh, PA 15222-3110
 cr AMERICAN EXPRESS TRAVEL RELATED SVCS CO INC CORP C, C/O BECKET AND LEE LLP, POB 3001,
 MALVERN, PA 19355-0701
 cr +ARJ Manufacturing LLC, c/o Richard L. Ferrell, Taft, Stettinius & Hollister, LLP,
 425 Walnut Street, Suite 1800, Cincinnati, OH 45202-3957
 cr +AT&T Corp, Corporate Bankruptcy Office, 1355 W. University Dr., Mesa, AZ 85201-5419
 cr +Alabama Power Company, c/o Clark W. Watson, Balch & Bingham LLP, P.O. Box 306,
 Birmingham, AL 35201-0306
 cr +American Electric Power, c/o Atty. Russell R. Johnson, 2258 Wheatlands Drive,
 Manakin-Sabot, VA 23103-2168
 cr +Argo Partners, 12 W 37th Street, 9th Fl., New York, NY 10018-7480
 cr +Automotive Components Holdings, LLC, Dickinson Wright PLLC, 301 E. Liberty Street,
 Suite 500, Ann Arbor, MI 48104-2283, UNITED STATES
 consult +BMC GROUP, BMC GROUP, 1330 E FRANKLIN AVE, EL SEGUNDO, CA 90245-4306
 auc +Biditup Auctions Worldwide Inc, Attn: Steven Mattes, President, 11426 Ventura Boulevard,
 Studio City, CA 91604-3161
 cr +By-Lo Oil Co Inc, PO Box 611371, Port Huron, MI 48061-1371
 cr +CEP Liquidating Trust, c/o Mark E. Freedlander, McGuireWoods LLP,
 Dominion Tower, 23rd Floor, 625 Liberty Avenue, Pittsburgh, PA 15222-3110
 cr +Carlisle Engineered Products, Inc., 15332 Old State Road, Middlefield, OH 44062
 intp +Century Mold Mexico, LLC, c/o Lee E. Woodard, Esq., Harris Beach PLLC,
 One Park Place, 4th Floor, 300 South State Street, Syracuse, NY 13202-2024
 cr +Chase Equipment Leasing, Inc., c/o Jeffrey C. Toole, Buckley King, LPA,
 600 Superior Ave., E., Suite 1400, Cleveland, OH 44114-2652
 cr +Chemetall Oakite, 675 Central Ave., New Providence, NJ 07974-1560
 intp +Contrarian Capital Management, LLC, 411 West Putnam Ave., Ste. 225, Greenwich, CT 06830-6281
 cr +DaimlerChrysler Corporation, c/o James A. Plemmons, Dickinson Wright PLLC,
 500 Woodward Avenue, Suite 4000, Detroit, MI 48226-5403
 intp +Delphi Automotive Systems, LLC, 5725 Delphi Drive, Troy, MI 48098-2815
 crcm +Dupont, c/o Bruce D. Tobiansky, Barley Mill Plaza, BMP26-2174, 4417 Lancaster Pike,
 Wilmington, DE 19805-1523
 cr +ECS Services, 26993 Reaume Rd., Woodhaven, MI 48183-4344
 sp +Elizabeth Wambsgans, McDonald Hopkins Co LPA, 600 Superior Avenue E, #2100,
 Cleveland, OH 44114-2653
 crcm +Excel Polymers LLC, c/o Kathy McDaniel, 6521 Davis Industrial Parkway, Solon, OH 44139-3549
 cr +Fair Harbor Capital, LLC, 875 Avenue of the Americas, Suite 2305, New York, NY 10001-3565
 cr +Faurecia Automotive Seating, P.O. Box 498, Troy, MI 48099
 cr +Glycon Corporation, 912 Industrial Dr., Tecumseh, MI 49286-9701
 crcm +Gold Key Processing Ltd., c/o Robert Toth, 14910 Madison Rd., Middlefield, OH 44062-8403
 app +Gutmann & Middleton Inc, 5335 Far Hills Ave., #307, Dayton, OH 45429-2317
 cr +Honda of South Carolina Mfg, Inc., c/o Brenda K. Bowers, Vorys, Sater, Seymour and Pease LLP,
 52 East Gay Street, P.O. Box 1008, Columbus, OH 43216-1008
 cr +IBM Corporation, Attn: Beverly H. Shideler, BS8399, Two Lincoln Centre,
 Oakbrook Terrace, IL 60181-4295
 cr IKON Financial Services, 1738 Bass Rd, PO Box 13708, Macon, GA 31208-3708
 cr +IOS Capital Inc, Bankruptcy Administration, PO Box 13708, 1738 Bass Rd,
 Macon, GA 31210-1043
 cr +International Business Machines Corp., Attn: Mrs. Beverly Shideler, Two Lincoln Centre,
 Oakbrook Terrace, IL 60181-4295
 sp +Jean R. Robertson, McDonald Hopkins Co., LPA, 600 Superior Ave., E, Suite 2100,
 Cleveland, OH 44114-2653
 cr +Lakewood Automation Inc, 27911 Clemens Rd., Westlake, OH 44145-1182
 cr +Lan Meng, 17222 Orchard Ridge Rd., Northville, MI 48168-4370
 crcm +Lanxess Corp., c/o Alan P. Rugh, 111 RIDC Park West Dr., Pittsburgh, PA 15275-1112
 cr +Mark I. Wadsworth, 3117 Tuscarawas St., W, #1A, Canton, OH 44708-4151
 sp +McDonald Hopkins Co LPA, 600 Superior Avenue E, #2100, Cleveland, OH 44114-2653
 cr +National Union Fire Insurance Co. of Pittsburgh, P, 175 Water Street, 15th Floor,
 New York, NY 10038-4918
 crcm +Official Committee of Unsecured Creditors, c/o Mark E. Freedlander, McGuireWoods LLP,
 Dominion Tower, 625 Liberty Avenue, 23rd Floor, Pittsburgh, PA 15222-3110
 cr +Ohio Edison Company, c/o Russell R. Johnson Atty., 2258 Wheatlands Drive,
 Manakin-Sabot, VA 23103-2168

cr +PA Dept of Labor & Industry, Occie of Unemployment Comp Tax Svcs,
Harrisburg Bankruptcy & Compliance Offic, 333 Market St., 16th Floor,
Harrisburg, PA 17107-0001

cr +Pension Benefit Guaranty Corporation, Office of the Chief Counsel, Suite 340,
1200 K Street, N.W., Washington, DC 20005-4030

cr +Peyton C. Cochrane, 714 Greensboro Ave., #124, Tuscaloosa, AL 35401-1872

cr +Prima Technologies, Inc., Strobl & Sharp P.C., 300 East Long Lake Road, Suite 200,
Bloomfield Hills, MI 48304-2376

cr Rapid Granulator, Inc., PO Box 5887, Rockford, IL 61125-0887

cr +Revenue Management, One University Plaza, Suite 312, Hackensack, NJ 07601-6205

crcm +Rhodia, c/o Doreen Wilson-Bailey, 8 Cedar Brook Dr., Cranbury, NJ 08512-3612

cr +Roadway Express Inc, c/o Receivable Management Services, 307 International Cir, #270,
Hunt Valley, MD 21030-1322

cr SPS Technologies Waterford Co., 1956 Solutions Center, Lockbox 771956,
Chicago, IL 60677-1009

sp +Shawn M. Riley, McDonald Hopkins Co LPA, 600 Superior Avenue E, #2100,
Cleveland, OH 44114-2653

cr +State of Michigan, Department of Treasury, Cadillac Place, 3030 W. Grand Blvd., Ste. 10-200,
Detroit, MI 48202-6030, US

intp +Stephen R. Schwendeman, c/o Jonathan P. Blakely, 23 South Main Street, Akron, OH 44308-1818

cr +Televan Sales, 5451 Sylvania Ave., Dearborn Hgts, MI 48125-1297

cr +Temtron, Inc., Ziegler Metzger & Miller LLP, c/o Jeffrey Koberg, c/o Stephen M. Darlington,
925 Euclid Ave., #2020, Cleveland, OH 44115-1407

crcm +The Brown Corporation of Greenville, c/o Mark Ferderber, 1927 N. Theobald St.,
Greenville, MS 38703-2207

cr +The Illuminating Company, c/o Russell R. Johnson III, 2258 Wheatlands Drive,
Manakin-Sabot, VA 23103-2168

cr +Tridon, c/o David English, 3200 Parker Dr., St. Augustine, FL 32084-0891

cr +Tuscaloosa County Tax Collector, 124 Court House, 714 Greensboro Ave.,
Tuscaloosa, AL 35401-1864

cr Unofficial Committee of Trade Creditors, c/o Mark E. Freedlander, McGuireWoods LLP,
Dominion Tower, Liberty Avenue, 23rd Floor, Pittsburgh, PA 15222

cr +Visteon Corporation, Dickinson Wright PLLC, 301 E. Liberty, Suite 500,
Ann Arbor, MI 48104-2283, UNITED STATES

app +W. Burke Watson, Jr., 772 W. Liberty St., Sumnter, SC 29150-4748

crcm +Washington Penn Plastic Co Inc., c/o Bob Stough, PO Box 236, 450 Racetrack Rd.,
Washington, PA 15301-8935

cr +c/o Robert J. Sidman Honda of America Mfg., Inc., Vorys, Sater, Seymour and Pease LLP,
52 East Gay Street, Columbus, OH 43215-3161

cr +c/o Russ R. Johnson Carolina Power and Light dba P, 2258 Wheatlands Drive,
Manakin-Sabot, VA 23103-2168

cr +c/o Russ R. Johnson Exelon Energy Company, 2258 Wheatlands Drive,
Manakin-Sabot, VA 23103-2168

cr +c/o Russell R. Johnson III Dominion East Ohio, 3734 Byfield Pl, Richmond, VA 23233-1819

The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

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cr Co-Activ Capital Partners LLC

cr Constitution Mold & Eng

cr Cora M. King

cr DuPont Mexico

cr DuraBox

cr Entropex

cr Fabnet Associates, Inc.

intp Ford Motor Company

cr GKN Automotive, Inc.

cr General Motors Corporation

fa Grant Thornton LLP

fa Huron Consulting Group (f/k/a Glass & Associates,

intp James D Van Tiem

cr Kautex Textron

cr Kautex, Inc.

cr Mildred Freeman

cr NL Ventures V Carlisle LP

cr Norris Sales Associates, Inc.

cr Parker Hannifin Corporation

cr TRW Automotive U.S. LLC

cr United Steelworkers

cr Valeo Electrical Systems, Inc., Wipers Division

cr Valeo Inc. - Engine Cooling Division

cr WachoviaCapital Finance Corporation (Central)

intp Washington Penn Plastic Co., Inc.

cr Washington Penn Plastic Company, Inc.

TOTALS: 29, * 0

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Page 3 of 3
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Date Rcvd: Nov 21, 2007

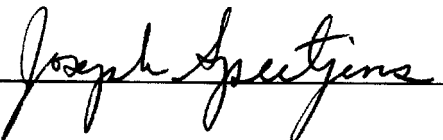
***** BYPASSED RECIPIENTS (continued) *****

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Nov 23, 2007

Signature:

A handwritten signature in black ink, reading "Joseph Speetjens", written over a horizontal line.