

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. 712

**STIPULATION AND AGREED ORDER RESOLVING CLAIM
OF GREATAMERICA LEASING CORPORATION**

The CEP Liquidating Trust, as successor in interest to the above-captioned debtors-in-possession, (the "Trust") and GreatAmerica Leasing Corporation ("GreatAmerica") 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. GreatAmerica filed a proof of claim asserting a general unsecured claim against the Debtors in the amount of \$158,712.51 at Claim No. 41 (the "GreatAmerica Filed Claim").

3. On October 10, 2007, the Trust filed the Second Omnibus Objection to Claims (Docket 712) (the "Omnibus Claims Objection"). In the Omnibus Claims Objection, the Trust objected to the GreatAmerica Filed Claim on the basis that the Debtors' records reflected no liability for the GreatAmerica Filed Claim.

4. GreatAmerica and the Trust have reconciled the GreatAmerica Filed Claim and have agreed to the following treatment of the GreatAmerica Filed Claim under the terms set forth below.

STIPULATION

5. The Trust and GreatAmerica agree the GreatAmerica Filed Claim shall be allowed as a general unsecured claim in the amount of \$155,691.26.

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

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 GreatAmerica Filed Claim shall be allowed as a general unsecured claim in the amount of \$155,691.26.

IT IS SO ORDERED.

###

Respectfully submitted by:

/s/ Mark E. Freedlander
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William C. Price (PA I.D. #90871)
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STIPULATED AND AGREED TO BY:

/s/ Dennis Jeffries
Dennis Jeffries
GreatAmerica Leasing Corporation
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*Chief Credit Officers for
GreatAmerica Leasing Corporation*

/s/ William C. Price
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Attorneys for the CEP Liquidating Trust

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CERTIFICATE OF SERVICE

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

User: cbeog
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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,
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aty +Andrew L. Unterlack, Lamm Ruberstone Lesavoy Butz & David LLC, 3600 Horizon Blvd, #200,
Trevose, PA 19053-4949

aty +Baker & Hostetler LLP, 3200 National City Center, 1900 East Ninth Street,
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aty +Jonathan P. Blakely, The Nantucket Building, 23 S Main St 3rd FL, Akron, OH 44308-1818

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aty +William C. Price, McGuireWoods LLP, 23rd Floor, Dominion Tower, 625 Liberty Ave.,
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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,
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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,
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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,
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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,
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cr +ECS Services, 26993 Reaume Rd., Woodhaven, MI 48183-4344

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cr +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

cr +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,
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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,
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cr +Lakewood Automation Inc, 27911 Clemens Rd., Westlake, OH 44145-1182

cr +Lan Meng, 17222 Orchard Ridge Rd., Northville, MI 48168-4370

cr +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,
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cr +Official Committee of Unsecured Creditors, c/o Mark E. Freedlander, McGuireWoods LLP,
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cr +Ohio Edison Company, c/o Russell R. Johnson Atty., 2258 Wheatlands Drive,
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cr +PA Dept of Labor & Industry, Occie of Unemployment Comp Tax Svcs,
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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

cr +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,
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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

cr +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,
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cr +Visteon Corporation, Dickinson Wright PLLC, 301 E. Liberty, Suite 500,
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app +W. Burke Watson, Jr., 772 W. Liberty St., Sumnter, SC 29150-4748

cr +Washington Penn Plastic Co Inc., c/o Bob Stough, PO Box 236, 450 Racetrack Rd.,
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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,
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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) *****

cr ATS Automation Technology Schwope, Inc.

cr C.H. Raches, Inc.

cr CitiCapital Commercial Corporation

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
Total Served: 81

Date Rcvd: Nov 21, 2007

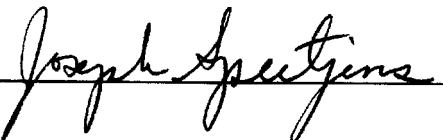
***** BYPASSED RECIPIENTS (continued) *****

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.