

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.	:	
-----	X	

**SUMMARY COVER SHEET ON THE FIRST QUARTERY FEE STATEMENT
OF MCGUIREWOODS LLP COMPENSATION AND EXPENSES AS COUNSEL
TO THE CEP LIQUIDATING TRUST FOR THE
PERIOD FROM AUGUST 1, 2007 THROUGH NOVEMBER 30, 2007**

Name of Applicant:	McGuireWoods LLP
Authorized to provide Professional Services to:	CEP Liquidating Trust
Date of Retention:	July 25, 2007 (Confirmation Date)
Period for Which Compensation and Reimbursement is sought:	August 1, 2007 through November 30, 2007
Amount of Compensation Paid for Services Rended:	\$142,149.00
Amount of Expenses Reimbursed:	\$3,466.83
Total Amount of Fees and Expenses for the Bankruptcy Court's Review:	\$145,615.83

This is the first quarterly statement of compensation and expenses paid to McGuireWoods LLP pursuant to paragraph 21(vii) of the Order Confirming First Amended Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code Proposed by the Debtors and the Official CEP Liquidating Trust of Unsecured Creditors Dated May 25, 2007.

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FIRST QUARTERY STATEMENT OF MCGUIREWOODS LLP COMPENSATION AND EXPENSES AS COUNSEL TO THE CEP LIQUIDATING TRUST FOR THE PERIOD FROM AUGUST 1, 2007 THROUGH NOVEMBER 30, 2007

McGuireWoods LLP ("McGuireWoods" or "Applicant"), counsel to the CEP Liquidating Trust, pursuant to paragraph 21(vii) of the Order Confirming First Amended Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code Proposed by the Debtors and the Official CEP Liquidating Trust of Unsecured Creditors Dated May 25, 2007, submits its First Quarterly Statement of Compensation and Expenses for the Period from August 1, 2007 through November 30, 2007 ("First Quarterly Fee Statement"), 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 CEP Liquidating Trust 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 have been substantively consolidated pursuant to section 5.1 of the Plan.

2. Pursuant to section 7.1(k) of the Plan, the Liquidating Trustee is authorized to retain professionals to assist in its duties as the Liquidating Trustee. The Liquidating Trustee has engaged McGuireWoods LLP as counsel to the CEP Liquidating Trust.

II. SUMMARY OF COMPENSATION AND EXPENSE REIMBURSEMENT REQUESTED

3. Pursuant to paragraph 21(vii) of the Confirmation Order, McGuireWoods files this First Quarterly Fee Statement for Court approval and allowance of the compensation and reimbursement of expenses for the period from August 1, 2007 through and including November 30, 2007 (the "First Quarterly Fee Period").

4. Under the Plan and Confirmation Order, the Liquidating Trustee pays the fees and expenses of McGuireWoods in the ordinary course of business and such fees and expenses are subject to review and disgorgement by the Court. See Plan § 14.7, Confirmation Order ¶¶ 21(vii).

5. The value of the services performed by McGuireWoods LLP on behalf of the CEP Liquidating Trustee during the First Quarterly Fee Period is \$145,615.83, with a blended hourly rate for such work performed of approximately \$310.64 per hour.

6. A summary of the compensation and expense reimbursement requested and paid during the First Quarterly Fee Period is as follows:

Date of Monthly Statement	Period Covered	Fees	Expenses	Total
September 17, 2007	August 1, 2007 – August 31, 2007	\$29,933.50	\$98.62	\$30,032.12
October 9, 2007	September 1, 2007 – September 30, 2007	\$45,993.50	\$2,670.10	\$48,663.60
November 9, 2007	October 1, 2007 – October 31, 2007	\$34,254.00	\$589.50	\$34,843.50
December 10, 2007	November 1, 2007 – November 30, 2007	\$31,968.00	\$108.61	\$32,076.61
	Total Paid Fees/Expenses			\$145,615.83

7. By Application and pursuant to the Plan and Confirmation Order, McGuireWoods seeks an Order of this Court affirming the payment of compensation in the amount of \$142,149.00 for legal services rendered on behalf of the CEP Liquidating Trust during the First Quarterly Fee Period, and the reimbursement of expenses incurred in the sum of \$3,466.83 during the First Quarterly Fee Period for a total of \$145,615.83.

8. All services performed by McGuireWoods during the First Quarterly Fee Period were performed for and on behalf of the CEP Liquidating Trust.

9. This is the First Quarterly Fee Statement filed by McGuireWoods subsequent to confirmation of the Plan.

10. During the First Quarterly Fee Period, McGuireWoods provided a total of 457.6 hours of legal and paralegal services on behalf of the CEP Liquidating Trust. 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 First Quarterly Fee Period. Set forth in **Exhibit B** is a chronological listing of services provided for each category for the Period of August 1, 2007 through November 30, 2007. Set forth in **Exhibit C** is a chart showing the actual and necessary expenses in the amount of \$3,466.83 incurred in the rendition of actual and necessary services by McGuireWoods during the First Quarterly Fee Period.

III. SUMMARIES OF SERVICES RENDERED

11. 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' CEP Liquidating Trust
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

12. 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, CEP Liquidating Trust organizational matters, strategic planning, and other general issues in the bankruptcy case. The total hours expended in this category are 248.50 and the total amount of compensation sought in this category is \$87,322.50.
- 02 **Petition, Schedules and Financial Reports**. There were no services rendered in this category.

- 03 **Investigation of Prepetition Transactions.** There were no services rendered in this category.
- 04 **Debtor-in-Possession Financing.** There were no services rendered in this category.
- 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.** There were no services rendered in this category.
- 08 **Docket Review.** Services rendered in this category include daily review and distribution of case docket. The total hours expended in this category are 8.00 and the total amount of compensation sought is \$1,400.00.
- 09 **Employee Matters.** Services rendered in this category include attention to the transition of the Debtors' former 401(k) employee retirement accounts. The total hours expended in this category are 1.60 and the total amount of compensation sought is \$496.00
- 10 **Executory Contracts, Personalty Leases and Real Estate Leases.** There were no services rendered in this category.
- 11 **Reclamation.** There were no services rendered in this category.
- 12 **Client Conferences.** There were no services rendered in this category.
- 13 **Disclosure Statement and Plan of Reorganization.** Services rendered in this category include facilitating the implementation of the Plan, coordinating notice of confirmation of the Plan and the Effective Date (as defined in the Plan) of the Plan and other issues and matters related to the Plan, as confirmed by the Confirmation Order. The total hours expended in this category are 2.70 and the total amount of compensation sought is \$648.00
- 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 2.80 and the total compensation sought is \$588.00
- 16 **Utilities.** There were no services rendered in this category.
- 17 **Creditors' Committee.** Services rendered in this category include facilitating the dissolution of the Official Committee of Unsecured Creditors and transition to the CEP Liquidating Trust. The total hours expended in this category are 0.80 the total amount of compensation sought is \$140.00

- 18 **Claims Processing.** Services rendered in this category include communications with the Liquidating Trustee, the CEP Liquidating Trust's claims and noticing agent (BMC Group, Inc.) and co-counsel related to the reconciliation of claims asserted against the CEP Liquidating Trust. Also, McGuireWoods facilitated the filing, prosecution and defense of the Second Omnibus Objection to Claims (Docket 712). Further, McGuireWoods provided the CEP Liquidating Trust legal counsel related to numerous administrative expense claims asserted against the CEP Liquidating Trust. The total hours expended in this category are 146.20 and the total amount of compensation sought is \$42,938.00
- 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, 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 21.90 and the total amount of compensation sought is \$4,116.00
- 20 **Sales.** There were no services rendered in this category.
- 21 **Motions for Relief from Stay.** There were no services rendered in this category.
- 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, preparation of final fee applications for professionals for the former Official Committee of Unsecured Creditors and coordinate filing and service of the same. The total hours expended in this category are 25.10 and the total amount of compensation sought is \$4,500.50.

IV. ALLOWANCE OF COMPENSATION

13. The fees and expenses requested for this First Quarterly Fee Period by McGuireWoods 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.

14. 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 affirming the payment of compensation and expenses in the amount of \$142,149.00 for legal services rendered on behalf of the CEP Liquidating Trust during the First Quarterly Fee Period, and reimbursement of expenses incurred in the sum of \$3,466.83 during the First Quarterly Fee Period.

Dated: December 28, 2007

Respectfully submitted,

McGUIREWOODS LLP

By: /s/ Mark E. Freedlander

Mark E. Freedlander (PA I.D. #70593)

Sally E. Edison (PA I.D. #78678)

William C. Price (PA I.D. #90871)

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Email: mfreedlander@mcguirewoods.com

Counsel to the CEP Liquidating Trust

AFFIDAVIT

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF ALLEGHENY) SS:

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 CEP Liquidating Trust.

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;

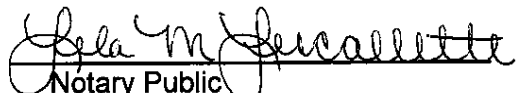
That no other prohibited division of compensation has been or will be made by McGuireWoods LLP or any of its employees;

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 28th day
of December, 2007.


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