

**IT IS SO ORDERED.**

**Dated: 04:32 PM August 27 2008**



**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.,<sup>1</sup> :  
: Chapter 11  
Debtors. :  
: Honorable Marilyn Shea-Stonum  
: United States Bankruptcy Judge  
:

**STIPULATION AND AGREED ORDER RESOLVING CLAIMS OF DELPHI  
CORPORATION [597, 673], DELPHI PACKARD ELECTRIC SYSTEMS [S1519],  
DELPHI AUTOMOTIVE SYSTEMS [S2328], VISTEON CORPORATION [577, 669]  
AND GENERAL MOTORS CORPORATION [559, 560]**

The CEP Liquidating Trust, as successor in interest to the above-captioned debtors-in-possession, (the "Trust"), Delphi Corporation, Delphi Packard Electric Systems ("Delphi Packard"), Delphi Automotive Systems ("Delphi Automotive" together with Delphi Corporation and Delphi Packard, collectively, "Delphi"), Visteon Corporation

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

("Visteon") and General Motors Corporation ("GM" together with Delphi and Visteon, collectively the "Participating Customers") 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").

2. Delphi either filed, or the Debtors scheduled, the following claims against the Debtors (the "Delphi Claims"):

- i. Claim No. 597 – Delphi Corporation – Secured claim \$817,357.00, unsecured claim \$8,739,528.00 against CEP Holdings, LLC, et al. ("Claim 597").
- ii. Claim No. 673 – Delphi Corporation – Unsecured claim \$10,794,449.00 against CEP Holdings, LLC, et al. ("Claim 673").
- iii. Pursuant to the final order approving the Debtors' post-petition financing (the "DIP Order")<sup>2</sup>, Delphi Corporation was granted an unsecured claim in the amount of \$300,000.00 ("Delphi DIP Claim").
- iv. S1519 – Delphi Packard – Unsecured claim \$272,025.00 against Creative Engineered Polymer Products, LLC ("Claim S1519").
- v. S2328 – Delphi Automotive – Unsecured claim \$51,975.00 against Creative Engineered Polymer Products, LLC ("Claim S2328").

3. Visteon filed the following claims against the Debtors (the "Visteon Claims"):

- i. Claim No. 577 – Secured claim \$483,456.29, unsecured claim \$7,921,481.00 against Creative Engineered Polymer Products, LLC ("Claim 577").
- ii. Claim No. 578 – Secured claim \$483,456.29, unsecured claim \$7,921,481.00 against Thermoplastics Acquisition, LLC ("Claim 578").

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<sup>2</sup> See Final Order Authorizing Debtors To: (A) Use Cash Collateral; (B) Incur Postpetition Debt; (C) Grant Adequate Protection and Provide Security and Other Relief to Wachovia Capital Finance Corporation (Central); and (D) Grant Certain Related Relief (Docket No. 192).

- iii. Claim No. 579 – Secured claim \$483,456.29, unsecured claim \$7,921,481.00 against CEP Holdings, LLC (“Claim 579”).
- iv. Claim No. 669 – Unknown administrative expense claim against CEP Holdings, LLC (“Claim 669”).
- v. Pursuant to the final order approving the Debtors’ post-petition financing (the “DIP Order”), Visteon was granted an unsecured claim in the amount of \$300,000.00 (“Visteon DIP Claim”).

4. On November 20, 2007, this Honorable Court entered the Stipulation and Agreed Order Resolving Claims of Visteon Corporation (the “Visteon Stipulation”). Pursuant to the Visteon Stipulation, Claim 578 and Claim 579 were expunged and disallowed in their entirety.

5. GM filed the following claims against the Debtors (the “GM Claims”):

- i. Claim No. 559 – Secured claim \$1,169,012.79, unsecured claim \$7,675,817.83 against Creative Engineered Polymer Products, LLC (“Claim 559”).
- ii. Claim No. 560 – Secured claim \$1,169,012.79, unsecured claim \$7,675,817.83 against Thermoplastics Acquisition, LLC (“Claim 560”).

6. Pursuant to the DIP Order and during the course of the Debtors’ chapter 11 bankruptcy cases, the Participating Customers made “cash infusions” to the Debtors as follows: (i) Delphi - \$2,205,869.00 (“Delphi Cash Infusion”); (ii) Visteon - \$2,384,000.00 (“Visteon Cash Infusion”); and (iii) GM - \$1,686,708.00 (“GM Cash Infusion”). The Participating Customers, at various times, have asserted a right to assert claims against the Trust on account of their respective “cash infusions.”

7. The Trust, as successor to the Debtors, has raised certain objections to the Delphi Claims, Visteon Claims, GM Claims and the Participating Customers’ right to assert claims against the Trust on account of their respective “cash infusions.”

8. The Trust, Delphi, Visteon and GM have reviewed each of the Participating Customers' claims and "cash infusions" and have agreed to the following treatment of the Delphi Claims, Visteon Claims, GM Claims and the Participating Customers' "cash infusions" under the terms set forth below.

### **STIPULATION**

9. The Trust and Delphi agree to the following:

- i. Claim 597 shall be disallowed in its entirety.
- ii. Claim 673 shall be allowed in a reduced amount included in the claim stated below in paragraph 10.
- iii. Delphi DIP Claim shall be allowed in a reduced amount included in the claim stated below in paragraph 10.
- iv. Claim S1519 shall be disallowed in its entirety.
- v. Claim S2328 shall be disallowed in its entirety.
- vi. Delphi Cash Infusion shall be disallowed in its entirety.

10. Delphi shall have an allowed general unsecured claim in the amount of \$3,822,646.50 (the "Delphi Allowed Unsecured Claim"). The Delphi Allowed Unsecured Claim is calculated as the product of Claim 673 (\$10,494,449.00) less the Delphi Cash Infusions (\$2,205,869.00) and then allowed at 42.5% of the face amount of the remaining claims (\$8,288,580), or \$3,522,646.50, plus the Delphi DIP Claim (\$300,000.00), or \$3,822,646.50.

11. The Trust and Visteon agree to the following:

- i. Claim 577 shall be allowed in a reduced amount included in the claim stated below in paragraph 12.
- ii. Claim 578 has already been disallowed in its entirety.
- iii. Claim 579 has already been disallowed in its entirety.

iv. Claim 669 shall be disallowed in its entirety.

v. Visteon Cash Infusion shall be disallowed in its entirety.

12. Visteon shall have an allowed general unsecured claim in the amount of \$2,525,929.43 (the "Visteon Allowed Unsecured Claim"). The Visteon Allowed Unsecured Claim is calculated as the product of Claim 577 (\$7,621,481.00) less the Visteon Cash Infusions (\$2,384,000.00) and then allowed at 42.5% of the face amount of the remaining claims (\$5,237,481.00), or \$2,225,929.43, plus the Visteon DIP Claim (\$300,000.00), or \$2,525,929.43.

13. The Trust and GM agree to the following:

i. Claim 559 shall be allowed in a reduced amount included in the claim stated below in paragraph 14.

ii. Claim 560 shall be disallowed in its entirety.

iii. GM Cash Infusion shall be disallowed in its entirety.

14. GM shall have an allowed general unsecured claim in the amount of \$2,545,371.00 (the "GM Allowed Unsecured Claim"). The GM Allowed Unsecured Claim is calculated as the product of Claim 559 (\$7,675,818.00) less the GM Cash Infusions (\$1,686,708.00) and then allowed at 42.5% of the face amount of the remaining claims (\$5,989,110.00), or \$2,545,371.00.

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 terms of the stipulation set forth above are hereby granted as if more fully set forth herein.

2. For the purposes of clarity, Delphi's allowed claims against the Trust are limited to an allowed, general unsecured claim in the amount of \$3,822,646.50.

3. For the purposes of clarity, Visteon's allowed claims against the Trust are limited to an allowed, general unsecured claim in the amount of \$2,525,929.43.

4. For the purposes of clarity, GM's allowed claims against the Trust are limited to an allowed, general unsecured claim in the amount of \$2,545,371.00.

5. The Trust is hereby directed to make an initial distribution to Delphi, Visteon and GM in an amount not less than eighty percent (80%) of the total contemplated distribution to each of the Participating Customers on or before twenty (20) days from the entry of this Order.

**IT IS SO ORDERED.**

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Respectfully submitted by:

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

STIPULATED AND AGREED TO BY:

/s/ Mark Freedlander  
Mark Freedlander  
William C. Price  
MCGUIRE WOODS LLP  
625 Liberty Avenue, 23rd Floor  
Pittsburgh, PA 15222

*Counsel to the Official  
Committee of Unsecured Creditors*

/s/ Michael C. Hammer  
Michael C. Hammer  
Kristi A. Katsma  
DICKINSON WRIGHT  
500 Woodward Ave., Suite 4000  
Detroit, MI 48226

*Counsel to Visteon Corporation*

/s/ Thomas Radom

Thomas B. Radom  
BUTZEL LONG  
Stoneridge West  
41000 Woodward Avenue  
Bloomfield Hills, MI 48304

*Counsel to Delphi Corporation, Delphi  
Packard Electric Systems and Delphi  
Automotive Systems*

/s/ Donald F. Baty, Jr.

Donald F. Baty, Jr.  
HONIGMAN MILLER SCHWARTZ  
AND COHN LLP  
2290 First National Building  
660 Woodward Avenue  
Detroit, MI 48226-3583

*Counsel to General Motors Corporation*

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