

IT IS SO ORDERED.

Dated: 03:08 PM November 30 2009



**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
:

**STIPULATION AND AGREED ORDER RESOLVING CLAIMS OF OHIO
DEPARTMENT OF TAXATION [S1264, S1297, 500]**

The CEP Liquidating Trust, as successor in interest to the above-captioned debtors-in-possession, (the "Trust") and Ohio Department of Taxation ("Ohio Tax"), 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. Ohio Tax filed, or the Debtors scheduled, the following claims against the Debtors (the "Ohio Tax Claims"):

- i. Claim No. 500 – Priority unsecured claim \$491,478.79 against Creative Engineered Polymer Products, LLC ("Claim 500").
- ii. S1264 – Priority unsecured claim listed as "Unknown" against Creative Engineered Polymer Products, LLC ("Claim S1264").
- iii. S1297 – Priority unsecured claim listed as "Unknown" against Thermoplastics Acquisition, LLC ("Claim S1297").

3. The Trust, as successor to the Debtors, has raised certain objections to the Ohio Tax Claims.

4. The Trust and Ohio Tax have reviewed the Ohio Tax Claims and have agreed to the following treatment of the Ohio Tax Claims under the terms set forth below.

STIPULATION

5. The Trust and Ohio Tax agree to the following:

- i. Claim 500 shall be allowed as a priority claim in the amount of \$23,254.53.
- ii. Claim S1264 shall be disallowed in its entirety.
- iii. Claim S1297 shall be disallowed in its entirety.

6. Ohio Tax shall have an allowed priority unsecured claim under 11 U.S.C. §507(a)(8)(E) in the amount of \$23,254.53.

7. With respect to the Use Tax Assessment 97155238 and the Withholding Tax Assessment 631180999, as identified in Claim 500, Ohio Tax has determined that these assessments were previously paid by Carlisle Engineered Products, Inc. and/or its predecessors or other affiliated or related entities (collectively, "Carlisle").

Consequently, no liability exists on the part of the Debtors, the Trust and/or Carlisle for the Use Tax Assessment 97155238 and the Withholding Tax Assessment 631180999.

WHEREFORE, the Court finds that good cause exists for approving the stipulation 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; upon payment of the claims as set forth in this Agreed Order, all rights and obligations relating to the claims identified above shall be deemed to be fully and completely resolved such that none of the undersigned parties, or those claiming through such parties, shall have any further rights to or obligations including, but not limited to, further payments or refunds.

2. For the purposes of clarity, Ohio Tax's allowed claims against the Trust are limited to an allowed, priority unsecured claim in the amount of \$23,254.53.

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@mcguirewoods.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 CEP Liquidating Trust

/s/ Carrie M. Brosius

Vorys, Sater, Seymour and Pease LLP
2100 One Cleveland Center
1375 East 9th Street
Cleveland, OH 44114

*Counsel to Carlisle Engineered
Products, Inc.*

/s/ Donn D. Rosenblum

Donn D. Rosenblum, Assistant Attorney
General
Richard Cordray, Attorney General of Ohio
150 East Gay Street, 21st Floor
Columbus, OH 43215

*Counsel to Ohio Bureau of Workers'
Compensation and Ohio Department of
Taxation*

\10213673.1