

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)
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STIPULATED AND AGREED TO BY:

/s/ Mark Freedlander

Mark Freedlander
William C. Price
MCGUIRE WOODS LLP
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Counsel to CEP Liquidating Trust

/s/ Donn D. Rosenblum

Donn D. Rosenblum, Assistant Attorney
General
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*Counsel to Ohio Bureau of Workers'
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Taxation*

/s/ Carrie M. Brosius

Vorys, Sater, Seymour and Pease LLP
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*Counsel to Carlisle Engineered
Products, Inc.*

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CERTIFICATE OF NOTICE

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

User: bhemi
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Page 1 of 3
Total Noticed: 82

Date Rcvd: Nov 30, 2009

The following entities were noticed by first class mail on Dec 02, 2009.

db CEP Holdings, LLC, 3650 W. Market Street, Suite 340, Akron, OH 44333
aty Alan P. Solow, Benesch Friedlander Coplan & Aronoff LLP, 2300 BP Tower, 200 Public Square,
Cleveland, OH 44114-2378
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,
Cleveland, OH 44114-3485
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 77002-2810
aty +Jonathan P. Blakely, The Nantucket Building, 23 S Main St 3rd FL, Akron, OH 44308-1818
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 +Ohio Bureau of Workers' Compensation c/o Donn D. R, 20 West Federal St., 3rd Floor,
Youngstown, OH 44503-1423, UNITED STATES
aty Ronald W. Crouch, 23rd Floor, Dominion Tower, 625 Liberty Ave., Pittsburgh, PA 15222-3142
aty Sharon L Royer, Harrisburg Bankruptcy and Compliance, 1171 S Cameron St, #312,
Harrisburg, PA 17104-2513
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.,
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cr AMERICAN EXPRESS TRAVEL RELATED SVCS CO INC CORP C, C/O BECKETT 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, 444 N Nash St, EL SEGUNDO, CA 90245-2822
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 44062-9469
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 06830-6261
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
crmc +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
crmc +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 10001-3507
cr Faurecia Automotive Seating, P.O. Box 498, Troy, MI 48099
cr +Glycon Corporation, 912 Industrial Dr., Tecumseh, MI 49286-9701
crmc +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 +Integrays Energy Services of NY, P O Box 19046, Green Bay, WI 54307-9046
cr +International Business Machines Corp., Attn: Mrs. Beverly Shideler, Two Lincoln Centre,
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sp +Jean R. Robertson, McDonald Hopkins Co., LPA, 600 Superior Ave., E, Suite 2100,
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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
crmc 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
crmc +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,
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Harrisburg, PA 17107-2235

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 +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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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 Sylvia 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 44115-1441

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.,
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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,
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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.,
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

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The following entities were noticed by electronic transmission on Nov 30, 2009.

cr +E-mail/Text: LSI@LIQUIDITYSOLUTIONS.COM Liquidity Solutions, Inc.,
One University Plaza, Suite 312, Hackensack, NJ 07601-6205

cr +Fax: 202-326-4112 Nov 30 2009 21:33:33 Pension Benefit Guaranty Corporation,
Office of the Chief Counsel, Suite 340, 1200 K Street, N.W., Washington, DC 20005-4030

cr E-mail/Text: JOHNE@RAPIDGRANULATOR.COM Rapid Granulator, Inc.,
PO Box 5887, Rockford, IL 61125-0887

cr +E-mail/Text: LSI@LIQUIDITYSOLUTIONS.COM Revenue Management,
One University Plaza, Suite 312, Hackensack, NJ 07601-6205

TOTAL: 4

***** 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.

cr First Communications

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,
James D Van Tiem

intp 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: 30, * 0

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

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Page 3 of 3
Total Noticed: 82

Date Rcvd: Nov 30, 2009

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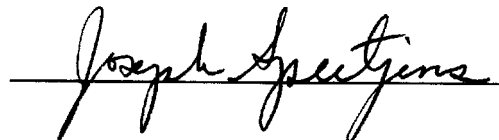
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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

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: Dec 02, 2009

Signature:

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