

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

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In re : Case No. 06-51848
 : (Jointly Administered)
CEP HOLDINGS, LLC, *et al.*, :
 : Chapter 11
Debtors. :
 : Honorable Marilyn Shea-Stonum
----- X

**NOTICE OF APPEARANCE, REQUEST FOR NOTICE AND
SERVICE OF ALL DOCUMENTS, REQUEST FOR MATRIX ENTRY
AND RESERVATION OF RIGHTS**

PLEASE TAKE NOTICE that, pursuant to Federal Rule of Bankruptcy Procedure 9010(b) and section 1109(b) of Title 11 of the United States Code (the "Bankruptcy Code"), McGuireWoods LLP hereby appears as counsel for the Official Committee of Unsecured Creditors (the "Committee") in the captioned Debtors' (the "Debtors") chapter 11 cases.

PLEASE TAKE FURTHER NOTICE that, pursuant to Federal Rules of Bankruptcy Procedure 2002, 3017, 4001, 9001 and 9010, and sections 342 and 1109(b) of the Bankruptcy Code, the Committee hereby requests that all documents filed with the Court, all notices given or required to be given in the Debtors' cases, and all papers served or required to be served in these cases, be given and served upon the following, and that appropriate entry thereof be made on the Clerk's Matrix in these cases.

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PLEASE TAKE FURTHER NOTICE that this request includes not only the notices and papers referred to in the Federal Rules of Bankruptcy Procedure and Bankruptcy Code provisions specified above, but also includes, without limitation, all orders, notices, hearing dates, applications, motions, petitions, requests, complaints, demands, replies, answers, schedules of assets and liabilities and statements of affairs, operating reports, plans of reorganization and liquidation and disclosure statements, whether formal or informal, whether written or oral and whether transmitted or conveyed by mail, courier service, hand-delivery, telephone, telegraph, telex, facsimile transmission, electronic mail or otherwise that: (a) affect or seek to affect in any way any rights or interests of any creditor or party in interest in these

cases, including the Committee with respect to, without limitation, (i) the Debtors, (ii) property of the estate or proceeds thereof, in which the Debtors may claim an interest, or (iii) property or proceeds thereof, in the possession, custody or control of others, that the Debtors may seek to use; or (b) require or seek to require any act, delivery or any property, payment or other conduct by the Committee.

PLEASE TAKE FURTHER NOTICE that the Committee intends that neither this Notice of Appearance nor any later appearance, pleading, claim or suit shall waive: (a) the right of the Committee to have final orders and non-core matters entered only after *de novo* review by a District Judge; (b) the right of the Committee to trial by jury in any proceedings so triable in these cases or any case, controversy or proceeding related to these cases; (c) the right of the Committee to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; or (d) any other rights, claims, actions, defenses, set-offs or recoupments to which the Committee is or may be entitled.

Dated: October 4, 2006

/s/ Mark E. Freedlander

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