



IT IS ORDERED as set forth below:

Date: August 10, 2007

James E. Massey

**James E. Massey
U.S. Bankruptcy Court Judge**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE:)	Chapter 11
)	
CEP HOLDINGS, INC. et. al.,)	Case No. 07-71810
)	
)	Judge Massey
)	
Debtors.)	Jointly Administered
)	

**ORDER APPROVING EMPLOYMENT OF W.G. HAYS & ASSOCIATES, LLC
AS FINANCIAL CONSULTANTS AND ACCOUNTANTS FOR THE DEBTORS**

This matter is before the Court on the Application of the Debtors to Employ W.G. Hays & Associates, LLC as financial consultants and accountants for the Debtors (the "Application"). In the Application, the Debtors seek authority to employ W.G. Hays & Associates, LLC ("Hays"), a limited liability company in which William F. Perkins, who is the acting debtor in

possession, is a member, as financial consultants and accountants for the Debtors, pursuant to 11 U.S.C. §§ 105, 327, and 1107. Upon consideration of the Application and the accompanying affidavit of W. Danfield Hays in support thereof, and it appearing that Hays does not hold or represent any interest adverse to the estates of the Debtors in the matters for which it is to be employed, and it further appearing that Hays' employment as financial consultants and accountants for the Debtors is necessary and in the best interests of the Debtors' bankruptcy estates,

IT IS HEREBY ORDERED AND ADJUDGED that the Application is **GRANTED**, and the employment of Hays as financial consultants and accountants for the Debtors in the Debtors' Chapter 11 cases is hereby authorized and approved. The compensation to be paid to Hays for professional services rendered and reimbursement of expenses and other charges incurred by Hays in its capacity as financial consultants and accountants for the Debtors shall be as determined by this Court upon proper application in accordance with 11 U.S.C. §§ 330 and 331 and such other procedures as may be established by order of this Court.

FURTHER ORDERED, ADJUDGED AND DECREED that Hays may apply to the Court pursuant to 11 U.S.C. § 543(c) for allowance of an administrative claim for services rendered to the pre-petition receiver appointed pursuant to Order of the United States District Court for the Eastern District of North Carolina.

FURTHER ORDERED, ADJUDGED AND DECREED that counsel for the Debtors is directed to serve a copy of the Application, the Affidavit and this Order on the CEP Service List and post it on www.wfperkinsforcep.com within three (3) days of the date of entry hereof, which shall constitute sufficient notice of the terms of this Order; and it is

FURTHER ORDERED, ADJUDGED AND DECREED that counsel for the Debtors shall file a certificate of service with the Court evidencing compliance with the notice provisions of this Order.

END OF DOCUMENT

(Signatures on next page)

This Order was prepared and submitted by:

GREENBERG TRAURIG, LLP

/s/ James R. Sacca

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