

IT IS SO ORDERED.

Dated: 10:15 AM October 13 2006



MAEILYN SHEA-STONUM *CAW*
U.S. Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

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In re: :
: Case No. 06-51848
CEP HOLDINGS, LLC, et al.,¹ : (Jointly Administered)
: :
Debtors. : Chapter 11
: :
: Honorable Marilyn Shea-Stonum
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**ORDER, PURSUANT TO SECTIONS 327(a) AND
328(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2014(a),
APPROVING EMPLOYMENT AND RETENTION OF BAKER & HOSTETLER, LLP
AS GENERAL BANKRUPTCY COUNSEL EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “**Application**”)² of CEP Holdings, LLC and its affiliated debtors and debtors-in-possession (each a “**Debtor**” and collectively, the “**Debtors**” or “**CEP**”) in the above-captioned Chapter 11 cases (the “**Cases**”), for entry of an order, pursuant to sections

¹ The Debtors include: CEP Holdings, LLC, Creative Engineered Polymer Products, LLC and Thermoplastics Acquisition, LLC.

² All Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Bankruptcy Rule 2014-1 authorizing the employment and retention of Baker & Hostetler, LLP as general bankruptcy counsel effective as of the Petition Date; the Court having reviewed the Application and having heard the statements of counsel in support of the relief requested therein at a hearing before the Court (the “**Hearing**”); and upon the Mallak Affidavit and the Hutchinson Declaration; and the Court having found and concluded that (i) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding, (iii) notice of the Application was sufficient under the circumstances, (iv) Baker represents no interest adverse to the Debtors’ estates, (v) Baker is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, (vi) the employment of Baker is necessary and in the best interests of the Debtors and their estates, and (vii) the legal and factual bases set forth in the Application, the Mallak Affidavit, the Hutchinson Declaration, and at the Hearing establish just cause for the relief granted herein; and this Court having determined that granting the relief requested in the Application is in the best interests of the Debtors, their estates and their creditors; and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED, effective as of the Petition Date to the extent provided herein.
2. The Debtors shall be, and hereby are, authorized to retain and employ Baker as their general bankruptcy counsel in these Cases, pursuant to section 327(a) of the Bankruptcy Code.
3. Baker shall be, and hereby is, authorized to perform any and all legal services for the Debtors that are necessary or appropriate in connection with these Cases, including those services described in the Application.

4. Baker's employment and retention shall be effective as of the Petition Date.

5. Baker shall be compensated for such services and reimbursed for any related expenses in accordance with 11 U.S.C. § 330 and other applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and applicable orders of this Court.

6. The Court shall retain jurisdiction over any matters arising from or relating to the implementation and interpretation of this Order.

7. The requirement pursuant to Local Bankruptcy Rule 9013-1(a) that the Debtors file a memorandum of law in support of the Application is hereby waived.

8. Notwithstanding anything to the contrary, the terms of this Order shall be subject to the terms of the Emergency Order Authorizing Debtors To: (A) Use Cash Collateral on an Emergency Basis; (B) Incur Postpetition Debt on an Emergency Basis; (C) Grant Adequate Protection and Provide Security and Other Relief to Wachovia Capital Finance Corporation (Central; and (D) Grant Certain Related Relief (the "Emergency Financing Order"), the "Final Hearing Order" (as defined in the Emergency Order) and all amendments, modifications and supplements to the Emergency Financing Order and Final Hearing Order with WCFC's consent, as the same are in effect from time to time.

9. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

IT IS SO ORDERED.

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Respectfully submitted by:

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