

IT IS SO ORDERED.

Dated: 05:15 PM November 08 2006



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

-----	x	Case Nos. 06-51848
In re	:	(Jointly Administered)
	:	
CEP HOLDINGS, LLC, <i>et al.</i> ,	:	Chapter 11
	:	Honorable Marilyn Shea-Stonum
Debtors.	:	
	:	Related to Docket No.: 109
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**ORDER PURSUANT TO 11 U.S.C. §§ 105 AND 1103(a) OF THE BANKRUPTCY
CODE GRANTING APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS TO EMPLOY AND RETAIN MCGUIREWOODS LLP AS COUNSEL
NUNC PRO TUNC AS OF SEPTEMBER 20, 2006**

Upon consideration of the application (the "Application")¹ of the Official Committee of Unsecured Creditors (the "Committee") for an order pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules") and section 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Code”) authorizing and approving the employment and retention of McGuireWoods LLP (“McGuireWoods”) as its counsel and to represent it in these chapter 11 cases, the Affidavit of Mark E. Freedlander, a partner of McGuireWoods, as amended (the “Freedlander Affidavit”), the Court being satisfied based on the representations made in the Application and the Freedlander Declaration that McGuireWoods does not hold or represent an interest adverse to the Debtors' estates and is disinterested under sections 101(14) and 1103(a) of the Bankruptcy Code, and that the employment of McGuireWoods is necessary and in the best interests of the Committee and the Debtors' estates; and it appearing that under the circumstances of these cases *nunc pro tunc* relief is appropriate; and it appearing that adequate and sufficient notice of the Application has been given and that no other or further notice need be given; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore, it is hereby:

ORDERED, ADJUDGED AND DECREED that:

1. Pursuant to section 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Committee is authorized to employ and retain McGuireWoods as its counsel, effective as of September 20, 2006, to advise and represent the Committee, and such retention and employment is hereby approved.

2. McGuireWoods is authorized to provide legal services to the Committee that are deemed necessary and appropriate by the Committee.

3. McGuireWoods shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Rules, the Fee Guidelines promulgated by the Executive Office of the United States Trustee, and such procedures as may be fixed by order of this Court.

4. Notwithstanding anything to the contrary, the terms of this Order shall be subject to the terms of the Final Order Authorizing Debtors To: (A) Use Cash Collateral; (B) Incur Postpetition Debt; (C) Grant Adequate Protection and Provide Security and Other Relief to Wachovia Capital Finance Corporation (Central); and (D) Grant Certain Related Relief (the "Financing Order") and all amendments, modifications and supplements to the Financing Order with Wachovia Capital Finance Corporation's consent.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

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Respectfully submitted by:

/s/ Mark E. Freedlander
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