

IT IS SO ORDERED.

Dated: 01:22 PM December 12 2006



**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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**STIPULATED ORDER, PURSUANT TO SECTIONS 105(a),
363(b) AND 503(c)(3) OF THE BANKRUPTCY CODE,
GRANTING IN PART MOTION FOR ENTRY OF AN ORDER
AUTHORIZING DEBTORS TO ADOPT A PERFORMANCE
BONUS PLAN AND MAKE PAYMENTS THEREUNDER**

CEP Holdings, LLC and its debtor affiliates, debtors and debtors-in-possession in the above-captioned cases (the “**Debtors**”), and the United Steel, Paper and Forestry, Rubber,

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

Manufacturing, Energy, Allied Industrial and Service Workers International Union (the “**Union**”) hereby stipulate and agree as set forth herein.

WHEREAS, on October 3, 2006, the Debtors filed their motion (the “**Motion**”)² for entry of an order, pursuant to sections 105(a), 363(b) and 503(c)(3) of the Bankruptcy Code, authorizing the Debtors to adopt a Performance Bonus Plan (the “**Performance Plan**”) and make payments thereunder;

WHEREAS, on October 20, 2006, the Union filed its objection to the Motion;

WHEREAS, at hearings before this Court on October 24, 26 and 27, 2006, the Court heard testimony and the statements of Debtors’ counsel in support of the relief requested in the Motion and statements of the Union’s counsel against the relief sought in the Motion;

WHEREAS, the Court entered its Entry of Judgment on November 17, 2006 which approved that Performance Plan with respect to all proposed Participants, except Messrs. Van Tiem, Mallak, Dick, Fasset, Knipple, Poynter and Pucci;

WHEREAS, on November 27, 2006, the Court entered the Interim Opinion on Debtors’ Motion for Approval of Performance Bonus Plan, in which it stated that it had denied approval of the Performance Bonus Plan as to Messrs. Van Tiem and Mallak, and entered the Order Setting Pre-Hearing on Remaining Issues Related to Debtors’ Motion for an Order Approving Performance Bonus Plan which required further testimony and argument regarding the alleged insider status of Messrs. Dick, Fassat, Knipple, Poynter and Pucci (the “**Remaining Potential Plan Participants**”);

WHEREAS, the Debtors and the Union have determined that the stipulated relief contained herein represents relief that is in the best interests of the Debtors’ estates and creditors.

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

NOW, THEREFORE, it is hereby stipulated, agreed and ordered that:

1. The Motion is GRANTED in part solely as set forth herein.

2. The Performance Bonus Plan is approved with respect to the Remaining Potential Plan Participants, except each Remaining Potential Plan Participant shall be entitled to only 75% of the Bonus Payment earned under the Plan as follows:

Employee	Bonus Payment
David Dick	\$ 55,136.25
Warren Knipple	\$ 14,703.00
Robert Poynter	\$ 36,757.50
Bruce Fasset	\$ 36,757.50
George Pucci	\$ 18,378.75

3. All Bonus Payments shall be funded in accordance with the Court's December 4, 2006 Stipulated Order Resolving Emergency Motion to Enforce of Debtors and Debtors in Possession to (I) Enforce the Performance Bonus Plan Order and (II) Compel participating Customers to Release Funds from the BBK Trust Account so that the Debtors can make approved payments under the Performance Bonus Plan.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

6. 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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STIPULATED AND AGREED:

/s/ Joseph F. Hutchinson, Jr.
Joseph F. Hutchinson, Jr. (0018210)
Thomas M. Wearsch (0078403)
Eric R. Goodman (0076035)
BAKER & HOSTETLER LLP
3200 National City Center
1900 East 9th Street
Cleveland, Ohio 44114-3485

/s/ David Fusco
David M. Fusco (0010387)
SCHWARZWALD & McNAIR LLP
616 Penton Media Building
1300 East Ninth Street
Cleveland, OH 44114-1503

Counsel for the Debtors

*Counsel for the United Steel, Paper and
Forestry, Rubber, Manufacturing, Energy,
Allied Industrial and Service Workers
International Union*

and Debtors-in-possession