

**IT IS SO ORDERED.**

**Dated: 05:18 PM February 20 2007**



**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.,<sup>1</sup> : (Jointly Administered)  
: :  
Debtors. : Chapter 11  
: :  
: Honorable Marilyn Shea-Stonum  
----- X

**ORDER PURSUANT TO SECTION 365 OF THE  
BANKRUPTCY CODE AUTHORIZING DEBTORS TO  
ASSUME AMENDED EMPLOYMENT AGREEMENT**

Upon the motion (the “**Motion**”)<sup>2</sup> 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 Order authorizing the Debtors to Assume the Amended Agreement pursuant to Section 365 of the Bankruptcy Code; and the Court having reviewed the Motion; and no objections having been filed; and the Court having heard the

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

statements of counsel in support of the relief requested in the Motion at a hearing before the Court (the “**Hearing**”); 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 and (iii) notice of the Motion was sufficient under the circumstances; and (iv) the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and this Court having determined that granting the relief requested in the Motion 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 Motion is GRANTED.
2. The Debtors are hereby authorized to assume the Amended Agreement pursuant to Section 365 of the Bankruptcy Code and perform thereunder.
3. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

IT IS SO ORDERED.

# # #

Respectfully submitted by:

/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  
Phone: 216.621.0200

(continued)

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

Fax: 216.696.0740

*Counsel for the Debtors and Debtors-in-Possession*

**No Objection:**

/s/ Mark Freedlander\_\_\_\_\_

Mark Freedlander

Sally Edison

MCGUIREWOODS LLP

625 Liberty Avenue

23<sup>rd</sup> Floor

Pittsburgh, PA 15222

*Counsel for the Official  
Committee of Unsecured Creditors*