

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

----- X
In re: :
: Case No. 06-51848
CEP HOLDINGS, LLC, et al.,¹ : (Jointly Administered)
: :
Debtors. : Chapter 11
: :
: Honorable Marilyn Shea-Stonum
----- X

MOTION FOR APPROVAL OF STIPULATED ORDER

CEP Holdings, LLC and its debtor affiliates, debtors and debtors-in-possession in the above-captioned cases (the “**Debtors**”) hereby move (the “**Motion**”) this Court to approve and enter the Stipulated Order by and among the Debtors, Wachovia Capital Finance Corporation (Central) (“**WCFC**”), the Debtors’ senior secured lender, and the Official Committee of Unsecured Creditors (the “**Committee**”), appointed in the Debtors’ bankruptcy cases. A copy of the Stipulated Order is attached hereto as Exhibit A. In support hereof, the Debtors further state as follows:

BACKGROUND

1. On September 20, 2006 (the “**Petition Date**”), the Debtors each filed a voluntary petition in this Court for relief under title 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors and debtors-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

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

2. No trustee or examiner has been appointed in the Debtors' chapter 11 cases. An official committee of unsecured creditors was appointed in these cases on September 28, 2006.

3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein is Bankruptcy Code section 363.

RELIEF REQUESTED

5. The Debtors respectfully request that this Court approve and enter the Stipulated Order confirming that the Debtors have the authority to sell the Office Property (as defined below) pursuant to Section 363 of the Bankruptcy Code. In the alternative, to the extent that any Office Property cannot be sold, the Debtors request authority to donate such Office Property to charity.

6. The Debtors have substantially liquidated their real and personal property assets. The Debtors' estate includes a small amount of office equipment and furniture (the "**Office Property**") that was not sold by the Debtors' auctioneer Biditup Worldwide Auctions, Inc. or as a part of any other sale. The Office Property is located at the Debtors' corporate offices in Fairlawn, Ohio and Chardon, Ohio. In order to reduce administrative costs against the estates, the Debtors desire to exit these facilities by March 15, 2007. In order to effectuate these exits, the Debtors desire to remove their property from the facilities, including books, records and the Office Property. The Debtors have no further use for the Office Property.

7. The value of the Office Property is *de minimis* and not of sufficient value or volume to induce a liquidator or auctioneer to sell such personal property. The Office Property is likely worth less than \$10,000.

8. The Debtors believe that they can sell certain of the Office Property which sales will generate minimal, but positive proceeds for the estates. So as to not delay their exit from the Fairlawn and Chardon offices, the Debtors request the authority to donate any unsold Office Property to charity.

9. The Debtors, Committee and WCFC believe that it is just and appropriate that any unsold Office Property be donated to charity.

APPLICABLE AUTHORITY

10. Section 363(b)(1) of the Bankruptcy Code provides:

(b) (1) The trustee, after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.

11 U.S.C. § 363(b)(1). Based on the *de minimis* nature of the Office Property, the Debtors, Committee and WCFC agree that it is in the best interests of the Debtors estates that the Debtors seek to sell the Office Property and that any remaining Office Property be donated to charity.

NO PRIOR REQUEST

11. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that this Court enter and approve the Stipulated Order and grant such other and further relief as this Court deems appropriate.

Dated: February 27, 2006
Cleveland, Ohio

Respectfully submitted,

CEP HOLDINGS, LLC, et. al.,
Debtors and Debtors-in-possession

By: /s/ Thomas M. Wearsch
One of Their Attorneys

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

Counsel for the Debtors and Debtors-in-possession