

**Exhibit D**

**To**

**Application for Approval of First Interim Fees and Expenses for  
Grant Thornton LLP, Financial Advisors  
to the Official Committee of Unsecured Creditor**

**(Order Approving First Interim Fee Application)**

**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.	:	
	:	
-----	X	

**ORDER APPROVING FIRST INTERIM FEE APPLICATION REQUEST OF  
GRANT THORNTON LLP FOR ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
FROM OCTOBER 1, 2006 THROUGH JANUARY 31, 2007**

This matter having come before the Court upon the Interim Fee Application Request of Grant Thornton LLP for Interim Allowance of Compensation and Reimbursement of Expenses for the Period from October 1, 2006 through January 31, 2007 (the "Request"), notice for objection to these fees having been given as required by the Order Establishing Interim Procedures for Interim Compensation and

Reimbursement of Expenses of Professionals, and no objections thereto having been received, and this Court being otherwise sufficiently advised. It is hereby

**ORDERED** that the Request be and hereby is APPROVED and that the firm of Grant Thornton LLP is hereby awarded approval of its professional fees for the period of October 1, 2006 through January 31, 2007 in the amount of \$86,593.00 and reasonable expenses in the amount of \$2,228.52. It is further

**ORDERED** that the Debtors are directed to immediately pay Grant Thornton LLP \$27,827.00, which represents the total fees and expenses due and payable under the Administrative Order that have not been paid as of the date hereof.

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Respectfully submitted by:

/s/ Mark E. Freedlander  
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