

**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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**STIPULATION AND ORDER AUTHORIZING DEBTORS' USE
OF CERTAIN CASH COLLATERAL**

CEP Holdings, LLC ("Holdings"), Creative Engineered Polymer Products, LLC ("CEP") and Thermoplastics Acquisition, LLC ("Thermoplastics," and together with Holdings and CEP, "Debtors"), the Official Committee of Unsecured Creditors (the "Committee") and Wachovia Capital Finance Corporation (Central) ("Lender") have stipulated to the use by the Debtors of certain Cash Collateral, as such term is defined by the Court's Final Order

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

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 "Final Order"), on the terms set forth herein.² The undersigned have stipulated and agreed as follows:

A. Pursuant to the Final Order and related sale orders entered in this Case, Debtors have sold substantially all of their assets. The proceeds of such sales constitute Cash Collateral, and Debtors have remitted such proceeds, in accordance with orders of Court, to Lender from time to time, and Lender has applied such amounts to the Aggregate Debt in accordance with the Final Order. As of April 16, 2007, Lender is holding not less than \$5,000,000 of Cash Collateral in excess of the Aggregate Debt.

B. Debtors require cash to complete the liquidation of their assets and to continue administering this Case. Rather than borrow additional Aggregate Debt from Lender for such purposes, Debtors have requested to use existing and hereafter arising Cash Collateral. Lender is willing to consent to such use of Cash Collateral on the terms set forth herein.

C. Lender has agreed to transfer \$2,000,000 (the "Remitted Funds") of its Cash Collateral to the Debtors subject to the terms of this Stipulation for the Debtors to use in accordance the provisions of the Bankruptcy Code.

D. Upon the Court's approval of this Stipulation:

(1) Lender shall immediately transfer the Remitted Funds to the Debtors;

(2) Debtors shall be authorized to use all Remitted Funds in accordance with the terms and provisions of the Bankruptcy Code and subject to the consent of the Committee;

² All capitalized terms herein that are not otherwise defined herein shall have the meaning ascribed to them in the Final Order.

(3) The Remitted Funds shall continue to constitute Cash Collateral, and the rights and interests of all parties (including, without limitation, Lender) shall continue therein;

(4) Lender shall be deemed to have reserved the rights to seek further adequate protection of its interests in the Remitted Funds;

(5) Debtors' authorization to borrow, and Lender's obligation to advance, Postpetition Debt shall be deemed terminated, and Lender shall have no further obligations to Debtors or any other party with respect to the Carveout; and

(6) Except as expressly set forth herein, the terms of the Final Order and Postpetition Documents shall remain in full force and effect.

IT IS SO ORDERED

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Agreed:

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