

IT IS SO ORDERED.

Dated: 05:03 PM November 08 2007



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

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

**ORDER APPROVING SECOND FEE APPLICATION FOR INTERIM ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FEBRUARY 1, 2007 THROUGH AND INCLUDING MAY 31, 2007, FILED BY BAKER &
HOSTETLER LLP AS GENERAL COUNSEL TO DEBTORS**

This matter coming before the Court upon the Second Fee Application (the
“Application”) for Interim Allowance of Compensation and Reimbursement of Expenses for the
Period February 1, 2007 through and including May 31, 2007, filed by Baker & Hostetler LLP
 (“Baker”) as General Counsel to Debtors; the Court having reviewed the Application and taking

notice that no objections to the Application have filed; the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and reference from the District Court for the District of Ohio pursuant to 28 U.S.C. § 157; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of these chapter 11 cases and the Application is proper pursuant to 28 U.S.C. §§ 1408 and 1409 and Local Bankruptcy Rules; (d) Baker is a duly appointed professional in the Debtors' chapter 11 cases; (e) service and notice of the Application was adequate under this Court's orders, the Bankruptcy Code, and all applicable Bankruptcy Rules; and (f) the fees and expenses requested in the Application are reasonable and are allowable as actual, necessary services rendered and expenses incurred by Baker pursuant to this Court's orders and sections 330 and 331 of the Bankruptcy Code.

IT IS HEREBY ORDERED THAT:

1. The Application is hereby approved on the terms set forth herein.
2. The amounts disclosed in the Application as having been previously paid by the Debtors to Baker pursuant to the Interim Compensation Order approved in these cases are hereby approved.
3. The Debtors are hereby authorized to pay Baker 10% of the fees held back pursuant to the Interim Compensation Procedures approved in these cases. The remaining 10% of the holdback shall be considered by this Court at the final hearing on Baker's fees or such other time designated by this Court.

(continued)

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

4. Baker is hereby authorized to apply any retainer on hand against the amount of the holdback approved hereunder.

IT IS SO ORDERED

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Respectfully Submitted

By: /s/ Thomas M. Wearsch

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