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CLERK U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
AKRON

EXHIBIT 1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

IN RE:	:	Case No. 06-51848
	:	(Jointly Administered)
CEP HOLDINGS, LLC, <u>et al.</u> , ¹	:	
	:	Chapter 11
Debtors.	:	
	:	Honorable Marilyn Shea-Stonum
	:	United States Bankruptcy Judge
	:	

**STIPULATION AND AGREED ORDER RESOLVING CLAIMS
OF WACKER SILICONES CORP.**

The CEP Liquidating Trust, as successor in interest to the above-captioned debtors-in-possession, (the "Trust") and Wacker Silicones Corp. ("Wacker") hereby stipulate as follows:

RECITALS

1. On September 20, 2006, Debtors filed with this Court its voluntary petitions for relief under Chapter 11 of the Bankruptcy Code (the "Petition Date").

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

2. In their bankruptcy schedules, the Debtors listed Wacker as having a general, unsecured nonpriority claim in an amount equal to \$26,377.04.

3. Wacker filed a proof of claim on January 12, 2007, setting forth a general, unsecured nonpriority claim (the "Wacker Claim"). The Wacker Claim sets forth two inconsistent amounts allegedly due and owing Wacker, representing that Wacker is owed \$35,063.70 in section 4 of the proof of claim form and \$53,968.14 in section 5 of the proof of claim form.

4. The Trust and Wacker have reconciled the Wacker Claim and have agreed to the following treatment of the Wacker Claim under the terms set forth below.

STIPULATION

5. The Trust and Wacker agree that the Wacker Claim is ALLOWED in an amount equal to \$35,063.70.

6. Each person proposing this Stipulation represents that he or she has full authority and capacity to make the commitment contained in this Stipulation.

7. The relief set forth in this Stipulation resolves only the Wacker Claim as defined herein and does not adjudicate the rights of the parties with respect to any other claims, requests for payment, causes of actions or otherwise. The rights of the Trust and Wacker with respect to any other claims, requests for payment, causes of actions or otherwise are hereby expressly reserved.

WHEREFORE, the Court finds that good cause exists for approving the settlement of the parties as contained in this Agreed Order.

IT IS, THEREFORE, ORDERED THAT:

1. The Wacker Claim is hereby ALLOWED in an amount equal to \$35,063.70.

IT IS SO ORDERED.

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Respectfully submitted by:

/s/ Mark E. Freedlander

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STIPULATED AND AGREED TO BY:

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Attorneys for the CEP Liquidating Trust

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