

EXHIBIT A
Proposed Order

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

In re:) Case No. 04-63788
)
TECHNEGLAS, INC.,) Chapter 11
)
) Judge John E. Hoffman, Jr.
Debtor.)

In re:) Case No. 04-63851
)
NIPPON ELECTRIC GLASS OHIO,) Chapter 11
INC.,)
) Judge John E. Hoffman, Jr.
Debtor.)

In re:) Case No. 04-63847
)
NIPPON ELECTRIC GLASS AMERICA) Chapter 11
INC.)
) Judge John E. Hoffman, Jr.
Debtor.)

**ORDER (A) APPROVING DISCLOSURE STATEMENT, (B) ESTABLISHING
PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT
OR REJECT JOINT PLAN OF REORGANIZATION, (C) APPROVING THE FORM OF
BALLOTS AND SOLICITATION MATERIALS, (D) SCHEDULING HEARING ON
CONFIRMATION OF JOINT PLAN OF REORGANIZATION, AND (E) APPROVING
RELATED NOTICE PROCEDURES**

Upon the motion (the “Solicitation Procedures Motion”)² of the Debtors seeking entry of an Order (a) Approving Disclosure Statement, (b) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Joint Plan of Reorganization, (c) Approving the Form of Ballots and Solicitation Materials, (d) Scheduling Hearing on Confirmation of Joint Plan of Reorganization, and (e) Approving Related Notice Procedures; it appearing that this Court has jurisdiction over these matters pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that these proceedings are core proceedings pursuant to 28 U.S.C. § 157(b)(2); it appearing that venue of these proceedings and the Disclosure Statement Motion and Solicitation Procedures Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; adequate notice of the Motions having been given; and it appearing that no other notice need be given; and after all Parties have had the opportunity to appear and be heard at a hearing on the adequacy of the Disclosure Statement on _____, 2005; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Solicitation Procedures Motion, which was served on each creditor and party in interest (a) on the Techneglas, Inc. (“Techneglas”) Primary Service List No. _____, (b) of Nippon Electric Glass Ohio, Inc. (“NEG Ohio”), and (c) of Nippon Electric Glass America, Inc. (“NEG America”), by regular United States mail, postage prepaid, on July 6, 2005, is granted.

2. The Disclosure Statement (and all of the exhibits thereto), is approved as providing adequate information within the meaning of section 1125 of the Bankruptcy Code.

3. Each of the Debtors are authorized to make any necessary or other similar ministerial changes to the Disclosure Statement and Plan prior to commencing solicitation.

4. The Tabulation Rules and Tabulation Procedures as set forth in the Solicitation Procedures Motion are approved; provided, however, that each of the Debtors reserve the right to

² Capitalized terms not defined herein shall have the same meaning as in the Solicitation Procedures Motion.

modify, amend or supplement the Tabulation Rules and Tabulation Procedures subject to Court approval.

5. The form of the Ballots and voting instructions, substantially in the forms attached hereto as Exhibit A through Exhibit J, are hereby approved.

6. The Optional Release, substantially in the form and content as set forth on Exhibit C and Exhibit D attached hereto, is hereby approved.

7. The Notices of Non-Voting Status, substantially in the forms attached hereto as Exhibit L and Exhibit M, are hereby approved.

8. The Confirmation Hearing Notice, substantially in the form attached hereto as Exhibit K, is hereby approved.

9. Each of the Debtors shall distribute the Confirmation Hearing Notice within five (5) business days of the date hereof to the U.S. Trustee and each creditor and party in interest (a) on the Techneglas Primary Service List No. _____, and (b) on the list of creditors maintained by the respective Debtors or, if applicable, the Balloting Agent in the applicable Chapter 11 Case.

10. After entry of this Order, Techneglas shall publish the Confirmation Hearing Notice once in the *Columbus Daily Reporter*, *Toledo Blade*, *Wilkes-Barre Times*, *Wall Street Journal (Global)*, and the *Wall Street Journal (National Edition)*.

11. The Debtors shall commence Plan solicitation by distributing the Solicitation Package to those parties entitled to vote on the Plan within five (5) business days of the date of entry of this Order.

12. _____, 2005, shall be the record date for purposes of determining which creditors and equity security holders are entitled to vote on the Plan (the "Voting Record Date").

13. Each of the Debtors shall mail the Solicitation Package to (a) all known Holders of claims against and equity interests in the respective Debtors as of the Voting Record Date who are entitled to vote on the Plan; and (b) the Office of the United States Trustee.

14. Consistent with section 1126 of the Bankruptcy Code and Fed. R. Bankr. P. 3017(d), Solicitation Packages shall not be distributed to (i) Holders of claims against or equity

interests in any of the Debtors that are placed in a class under the Plan that is deemed to accept or reject the Plan under section 1126 of the Bankruptcy Code or (ii) those persons requesting notice pursuant to Fed. R. Bankr. P. 2002 who are not entitled to vote to accept or reject the Plan, but such parties shall receive the Confirmation Hearing Notice, which includes instructions on how to obtain copies of the Solicitation Package, if so desired.

15. Each of the Debtors are excused from re-mailing Solicitation Packages or Notices, as the case may be, to those entities whose addresses differ from the addresses in the claims register or the respective Debtors' records as of the Voting Record Date.

16. Creditors who have more than one claim shall receive one Ballot for each claim and only one Solicitation Package.

17. All votes to accept or reject the Plan must be cast by using the appropriate Ballot.

18. Any Ballot that is: (a) illegible or contains insufficient information to permit the identification of the claimant; (b) cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan; and (c) unsigned shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected.

19. All Ballots accepting or rejecting the Plan must be received by 4:00 p.m., prevailing Eastern Time, on the Confirmation Objection Deadline (the "Voting Deadline") by the addressee on such Ballots. Notwithstanding Local Rule 3018-2(a), the originals of the Ballots shall be returned to the following addressees for the respective Debtors:

<u>For Techneglas, Inc.:</u> Techneglas, Inc. c/o BMC Group, Inc. P.O. Box 905 El Segundo, CA 90245-0905 Tel.: (888) 909-0100	
<u>For Nippon Electric Glass America, Inc.:</u> Nippon Electric Glass America, Inc. c/o HAHN LOESER & PARKS LLP 3300 BP Tower 200 Public Square	<u>For Nippon Electric Glass Ohio, Inc.</u> Nippon Electric Glass Ohio, Inc. c/o KEGLER, BROWN, HILL & RITTER A Legal Professional Association 65 East State Street, Suite 1800

Cleveland, OH 44114-2301 Attention: Christopher B. Wick, Esq. Tel.: (216) 621-0150	Columbus, OH 43215 Attention: Kenneth R. Cookson, Esq. Tel.: (614) 462-5400
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20. The Court may extend or waive the period during which votes will be accepted by any of the Debtors, in which case the Voting Deadline for such solicitation shall mean the last time and date to which such solicitation is extended.

21. The Confirmation Hearing will commence on the ____ day of _____, at _____ .m., prevailing Eastern Time, before the Honorable John E. Hoffman, Jr., at the United States Bankruptcy Court for the Southern District of Ohio, 170 North High Street, Columbus, Ohio 43215, and the Court may continue the Confirmation Hearing from time to time by announcing such continuance in open court or otherwise, all without further notice to parties in interest.

22. The Confirmation Objection Deadline is 4:00 p.m., prevailing Eastern Time, on _____, 2005.

23. All objections to the confirmation of the Plan must be filed with the Court and served in a manner so that they are actually received on or before 4:00 p.m., prevailing Eastern Time, on the Confirmation Objection Deadline by the following Notice Parties:

Notice Parties	
David L. Eaton (IL Bar No. 3122303) Marc J. Carmel (IL Bar No. 6272032) KIRKLAND & ELLIS LLP 200 East Randolph Drive Chicago, Illinois 60601 Telephone: (312) 861-2000 Facsimile: (312) 861-2200 Email: mcarmel@kirkland.com Counsel to Techneglas, Inc.	Robert J. Sidman (0017390) Brenda K. Bowers (0046799) VORYS, SATER, SEYMOUR & PEASE LLP 52 East Gay Street PO Box 1008 Columbus, Ohio 43216-1008 Telephone: (614) 464-6400 Facsimile: (614) 719 - 4962 Email: bkbowers@vssp.com Counsel to Techneglas, Inc.

<p>Patricia S. Mar (CA Bar No. 45593) Jeffrey M. Kayes (CA Bar No. 216089) MORRISON & FOERSTER LLP 425 Market Street San Francisco, California 94105-2482 Telephone: (415) 268-7000 Facsimile: (415) 268-7522 Email: pmar@mofo.com</p> <p>Counsel to Nippon Electric Glass Ohio, Inc.</p>	<p>Kenneth R. Cookson (0020216) Stephanie P. Union (0071092) KEGLER, BROWN, HILL & RITTER A Legal Professional Association 65 East State Street, Suite 1800 Columbus, Ohio 43215 Telephone: (614) 462-5400 Facsimile: (614) 464-2634 Email: kcookson@keglerbrown.com sunion@keglerbrown.com</p> <p>Counsel to Nippon Electric Glass Ohio, Inc.</p>
<p>Daniel A. DeMarco (0038920) Christopher B. Wick (0073126) HAHN LOESER & PARKS LLP 3300 BP Tower 200 Public Square Cleveland, Ohio 44114-2301 Telephone: (216) 621-0150 Facsimile: (216) 241-2824 Email: dademarco@hahnlaw.com cwick@hahnlaw.com</p> <p>Counsel to Nippon Electric Glass America, Inc.</p>	<p>Stephen M. Proctor (0069331) MASUDA FUNAI EIFERT & MITCHELL, LTD. 1475 East Woodfield Road, Suite 800 Schaumburg, IL 60173-5485 Telephone: (847) 734-8836 Facsimile: (847) 734-1089 Email: sproctor@masudafunai.com</p> <p>Counsel to Nippon Electric Glass America, Inc.</p>

24. All objections to the Plan shall state with particularity the grounds for such objection and provide the specific text, if any, that the objecting party believes to be appropriate to insert into the Plan.

25. The Court shall consider only written objections timely filed and served by the Confirmation Objection Deadline, and Objections not timely filed and served in accordance with the provisions of this Order shall not be heard and shall be overruled.

26. Any of the Debtors may file a response to any timely-filed objection(s) by no later than 4:00 p.m., prevailing Eastern Time, on _____, 2005.

27. An estimation hearing regarding timely filed Rule 3018(a) Motions, if any, shall be scheduled for _____, 2005.

28. Each of the Debtors are authorized and empowered to take all actions and execute such other documents as may be necessary to implement the relief granted herein.

29. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

30. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

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