

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

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In re: :
 : Case No. 06-61796
CEP HOLDINGS, LLC, et al.,¹ : (Jointly Administered)
 :
Debtors. : Chapter 11
 :
 : Honorable Russ Kendig
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MOTION OF DEBTORS AND DEBTORS IN POSSESSION, PURSUANT TO SECTIONS 105(a), 107(b) AND 1102(b)(3)(A) OF THE BANKRUPTCY CODE, FOR AN ORDER CONFIRMING THE CREDITORS' COMMITTEE IS NOT AUTHORIZED OR REQUIRED TO PROVIDE ACCESS TO THE DEBTORS' (A) CONFIDENTIAL INFORMATION OR (B) PRIVILEGED INFORMATION

CEP Holdings, LLC and its affiliated debtors and debtors-in-possession (each a “**Debtor**” and collectively, the “**Debtors**” or “**CEP**”) in the above-captioned Chapter 11 cases (the “**Cases**”), hereby move (the “**Motion**”), pursuant to sections 105(a), 107(b) and 1102(b)(3)(A) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order confirming that the official committee of unsecured creditors (“**Creditors’ Committee**”) in the Cases is not authorized or required to provide access to the Debtors’ (a) confidential information or (b) privileged information. In support of the Motion, the Debtors refer to and rely upon the Affidavit of Joseph Mallak in Support of Chapter 11 Petitions and First Day Motions, filed contemporaneously herewith (the “**Mallak Affidavit**”), and respectfully represent as follows:

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

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory predicates for the relief requested herein are sections 105(a), 107(b) and 1102(b)(3)(A) of the Bankruptcy Code and Bankruptcy Rule 9018.

BACKGROUND

4. On the date hereof (the “**Petition Date**”), each Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors have requested that the Cases be jointly administered for procedural purposes only.

5. The Debtors are operating their business as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner, or Creditors’ Committee has been appointed.

A. Summary of Capital Structure and Current Business Operations

6. Creative Engineered Polymer Products, LLC, (“**CEPP**”) is a limited liability company formed under the laws of the State of Ohio. CEPP is wholly owned by CEP Holdings, LLC (“**Holdings**”), a privately-held limited liability company formed under the laws of the State of Ohio. Holdings is a holding company whose sole asset is its membership interests in CEPP. CEPP has three subsidiaries: (i) Composite Parts Mexico S.A. de C.V. (the “**CEP Mexico**”), a Mexican corporation which is 99.9% owned by CEPP and .01% owned by non-debtor Reserve Capital Group, Ltd; (ii) Thermoplastics Acquisition, LLC (“**Thermoplastics**”), an Ohio limited liability company which is wholly owned by CEPP and is a debtor in these cases; and (iii) CEP Latin America, LLC (“**CEP LA**”), a non-debtor Ohio limited liability company which is wholly

owned by CEPP. CEP LA was never funded and has no operations or debt. The principal place of business of the Debtors is 3560 West Market Street, Suite 340, Akron, Ohio 44333.

7. The Debtors operate 10 manufacturing plants in Ohio, Michigan, Alabama, South Carolina and Mexico, including a plant in Canton, Ohio. CEPP operates six plants in Ohio, Michigan and Alabama. Non-debtor CEP Mexico operates two plants in Mexico. Thermoplastics operates one plant in Ohio and one in South Carolina.

8. CEP and its debtor subsidiaries are custom molders and extruders of rubber and plastic products, primarily for the OEM automotive market. The Debtors have achieved a unique position as preferred suppliers of high quality products to major customers, including General Motors, Delphi Corporation, Visteon, Nissan, Daimler-Chrysler, Honda and GKN Automotive. CEP has maintained this position as a leader in the marketplace through innovative manufacturing techniques and by continuously improving its broad base of material and process technology.

9. Gross sales for the Debtors' businesses are projected to be approximately \$190 million for fiscal 2006. The Debtors' nearly 1,106 employees manufacture the Debtors' products at ten strategically located manufacturing facilities in Ohio, Michigan, South Carolina, Alabama and Mexico.² The Debtors also maintain a Technical Center in Livonia, Michigan which offers design assistance and program management services for the Debtors' businesses.

B. Prepetition Debt Structure

10. The Debtors were formed as part of two separate purchase transactions on August 16, 2005 and December 20, 2005, respectively. As part of the August 16, 2005 transaction, the CEPP and CEP Mexico businesses were purchased from the Carlisle Companies. In conjunction

² CEP Mexico, a non-debtor, produces high quality plastic products at two factories in Mexico.

with the transaction, CEP Acquisition LLC n/k/a CEPP entered into a Loan and Security Agreement, dated as of August 16, 2005 (the “**Prepetition CEPP Credit Agreement**”) with Wachovia Capital Finance Corporation (Central) (“**WCFC**”), as both Agent and Lenders thereunder. The Prepetition CEPP Credit Agreement provided two term loans and a revolving credit facility to CEPP in the maximum amount of \$45 million (collectively, the “**CEPP Prepetition Loan**”). The CEPP Prepetition Loan is secured by substantially all the assets of CEPP, including, without limitation, all accounts, general intangibles, goods, inventory, equipment, real property, accounts receivable, other personal property and proceeds thereof (collectively, the “**Prepetition CEPP Collateral**”). As of the Petition Date, the amount outstanding under the CEPP Prepetition Loan was not less than \$21,693,507.60 (not taking into account pre-petition and post-petition interest, fees and expenses to which Agent may be entitled under the Prepetition CEPP Credit Agreement and applicable law).

11. As part of the December 20, 2005 transaction, CEPP purchased the Thermoplastics business from Parker Hannifan Corporation. In conjunction with the transaction, Thermoplastics entered into a Loan and Security Agreement, dated as of December 21, 2005 (the “**Prepetition Thermoplastics Credit Agreement**” and together with the Prepetition CEPP Credit Agreement, the “**Prepetition Credit Agreements**”) with WCFC, as both Agent and Lenders. The Prepetition Thermoplastics Credit Agreement provided a term loan and a revolving credit facility to Thermoplastics in the maximum amount of \$5 million (collectively, the “**Thermoplastics Prepetition Loan**” and together with the CEPP Prepetition Loan, the “**Prepetition Loans**”). The Thermoplastics Prepetition Loan is secured by substantially all the assets of Thermoplastics, including, without limitation, all accounts, general intangibles, goods, inventory, equipment, accounts receivable, other personal property and proceeds thereof

(collectively, the “**Prepetition Thermoplastics Collateral**” and together with the Prepetition CEPP Collateral, the “**Prepetition Collateral**”). As of the Petition Date, the amount outstanding under the Thermoplastics Prepetition Loan was not less than \$4,219,688.58 (not taking into account pre-petition and post-petition interest, fees and expenses to which Agent may be entitled under the Prepetition Thermoplastics Credit Agreement and applicable law). The Prepetition Credit Agreements are cross-defaulted and cross-collateralized.

12. Prior to the Petition Date, Visteon Corporation, General Motors Corporation and Delphi Corporation (collectively, the “**Customers**”) and WCFC entered into a Subordinated Participation Agreement dated June 30, 2006 and a First Amendment to Subordination Participation Agreement dated August 18, 2006 pursuant to which the Customers purchased subordinated, last out participation interests (the “**Participation Interests**”) in the Prepetition Loan Facilities. The Customers purchased \$2.9 million of Participation Interests, the proceeds of which were used by the Debtors to fund their operations and the building of the Customers’ parts.

C. Events Leading To The Filing Of These Chapter 11 Cases

13. The Debtors and other automotive suppliers and manufacturers have faced a series of unanticipated operational and market challenges that have adversely affected their operations and cash flows. These challenges have impaired both the Debtors’ suppliers and customers which in turn have severely affected the Debtors’ operations and businesses.

14. With respect to suppliers, the September 2005 hurricanes in the Gulf Coast region have disproportionately damaged manufacturers who rely on plastic resins. Shortly after the hurricanes, the Debtors began experiencing sharp increases in their principal raw materials (plastic resins) which increases were attributable to interrupted refining capacity. With prices already high due to increased global demand, insecurity and supply constraint issues, the

hurricanes magnified the rise in the price of crude oil and natural gas. The Debtors have continued to experience significantly higher costs for raw materials.

15. With respect to the Debtors' customers, the Debtors have been unsuccessful in recovering much of these increases in raw material costs from their customers through price increases. The structure of the American automotive industry is such that it is difficult for manufacturers such as the Debtors to pass rising material costs on to customers. Faced with rising costs, the Debtors have expended substantial effort in attempting to source cheaper alternatives (such as recycled materials and alternative formulations) for substitution of higher cost materials. Despite these efforts, most of the Debtors' customers have delayed approving these material substitutions. Although the Debtors are now starting to experience success in receiving approvals of the material substitutions, the damage to the Debtors' liquidity is irreversible outside the protections of the Bankruptcy Code.

16. In addition to increased material costs, the general instability of the industry has directly harmed the Debtors' liquidity. For example, the Debtors have been impaired by the bankruptcy filing of several large OEM's, including Delphi Corporation, the Debtors' second largest customer. The bankruptcy filing of Delphi in October 2005 alone resulted in a cash loss to the Debtors of nearly \$1.7 million based on the Debtors' unpaid prepetition claim in that case.

17. In addition to bankruptcy filings in the industry, the general credit downgrade has led to delays and increasingly delinquent customer payments for approved tooling programs. These programs are typically managed and paid for by the Debtors for the benefit of a particular customer which subsequently reimburses the Debtors. The increased delays and failure of customers to pay for these programs have decreased the portion of accounts receivable against

which Wachovia will lend under the Prepetition Credit Agreements. This, in turn, has further impaired the Debtors' liquidity.

18. The Debtors have further experienced excess capacity at their plants due to decisions by their customers. For example, GM's transfer from the GMT800 platform to the GMT900 platform has led to substantial idling of capacity. In late 2005, GM started phasing out the GMT800 platform, a manufacturing platform in which the Debtors were heavily involved. The Debtors have been harmed by this action because (i) the Debtors have significant up front costs invested in the GMT800 platform and (ii) GM has not provided the Debtors with replacement work in the new GMT900 platform. Thus, the Debtors have not recovered their costs associated with the GMT800 platform and are operating at significantly lower capacity at several manufacturing plants due to a failure to receive work under the GMT900 platform.

D. Prepetition Activities

19. In an attempt to create maximum value for the Debtors' creditors, the Debtors worked with the Customers and WCFC to allow the Debtors to formulate a restructuring plan which would reorganize the Debtors outside of a chapter 11 proceeding. As part of this plan, in May 2006 the Debtors entered into a series of forbearance, accommodation and access and security agreements with WCFC and the Customers, which agreements provided a 120-day window for the Debtors to effectuate an out-of-court restructuring plan. This window expired September 6, 2006.

20. Given the size and complexity of the Debtors' operations and the continuation of the market circumstances described above, the Customers, WCFC and the Debtors ultimately determined that an out-of-court restructuring was not feasible. Thus, after exploring all options and faced with a severe liquidity crisis, the Debtors have no choice but to commence these cases

as the only means of preserving the Debtors as going concerns, and, thus, maximize the value of the Debtors' assets for their creditors.

21. With the aide of this Court and the support of WCFC and the Customers, the Debtors' goal is to stabilize their business operations and financial situation and sell their assets in a manner to maximize value for the Debtors' Creditors. As detailed in the Debtors' DIP Financing Motion,³ filed contemporaneously herewith, WCFC and the Customers have agreed to provide post-petition financing and cash infusions to the Debtors which financing and cash infusions will fund the Debtors' costs of operations, wind down, restructuring and liquidation until such time that the Debtors' assets are sold pursuant to section 363 of the Bankruptcy Code. The Debtors believe that this course of action will maximize the value of their assets for all creditors.

RELIEF REQUESTED

22. Pursuant to sections 105(a), 107(b) and 1102(b)(3)(A) the Bankruptcy Code and Rule 9018 of the Bankruptcy Rules, the Debtors hereby seek the entry of an order confirming that the Creditors' Committee is not authorized or required, pursuant to the recently enacted section 1102(b)(3)(A) of the Bankruptcy Code, to provide the creditors it represents who are not committee members with access to the Debtors' confidential and other non-public proprietary information or to privileged information.

RECENTLY ENACTED SECTION 1102(b)(3) OF THE BANKRUPTCY CODE

23. As part of the Bankruptcy Abuse Prevention & Consumer Protection Act of 2005 ("BAPCPA"), Congress enacted new section 1102(b)(3) of the Bankruptcy Code. That section

³ The full title of the DIP Financing Motion is CEP Holdings, LLC's Motion for Emergency Order Authorizing Debtors to: (A) Use Cash Collateral on an Emergency Basis; (B) Incur Postpetition Debt on an

states, in relevant part, that a creditors' committee appointed under section 1102(a) of the Bankruptcy Code shall "provide access to information for creditors who (i) hold claims of the kind represented by that committee; and (ii) are not appointed to the committee." 11 U.S.C. § 1102(b)(3)(A). Section 1102(b)(3)(A) of the Bankruptcy Code does not indicate how a creditors' committee should provide access to "information" and, more importantly, does not indicate the nature, scope or extent of the "information" that a creditors' committee must provide to the creditors that it represents. Further, there appears to be no legislative history to section 1102(b)(3) of the Bankruptcy Code that might shed light on these issues.

24. The lack of specificity in new section 1102(b)(3)(A) of the Bankruptcy Code creates significant issues for debtors and creditors' committees. Typically, a debtor will share significant confidential and other non-public proprietary information with a creditors' committee ("**Confidential Information**")⁴ to assist the committee in fulfilling its role in the chapter 11 process. Creditors' committees may use this information to assess, among other things, a debtor's capital structure, opportunities for the restructuring of the debtor's business in chapter 11, the results of any operations of the debtor in the bankruptcy case and the debtor's overall prospects for reorganization under a chapter 11 plan. In addition, creditors' committees typically execute confidentiality agreements or enter into other similar arrangements with debtors, and the Debtors expect that the Creditors' Committee in the Cases will do the same. Through these agreements and other arrangements, a debtor can ensure that the committee and its members and

Emergency Basis; (C) Grant Adequate Protection and Provide Security and Other Relief to Wachovia Capital Finance Corporation (Central); and (D) Grant Certain Related Relief.

⁴ "Confidential Information" shall mean any nonpublic information of the Debtors, including, without limitation, information concerning the Debtors' assets, liabilities, business operations, proprietary information, pricing, projections, analyses, compilations, studies, and other documents prepared by the Debtors or their advisors or other agents, which is furnished, disclosed, or made known to the Creditors' Committee, whether intentionally or unintentionally and in any manner.

advisors will keep the debtor's sensitive information confidential and will not use Confidential Information except in connection with the chapter 11 case and on terms acceptable to the debtor.

25. Because new section 1102(b)(3)(A) of the Bankruptcy Code is silent as to the treatment of Confidential Information, it raises the issue of whether a creditors' committee could be required as part of its new information sharing obligations to share a debtor's Confidential Information with any creditor among its constituency. Nothing in the statute requires such a result, and nothing in the legislative history to section 1102(b)(3)(A) implies that a creditors' committee has such an obligation. Nonetheless, given the importance of the issue and the obvious need to protect Confidential Information from disclosure, the Debtors hereby seek an order of the Court confirming that section 1102(b)(3)(A) of the Bankruptcy Code does not authorize or require the Creditors' Committee to provide creditors who are not committee members with access to the Debtors' Confidential Information.

26. The enactment of new section 1102(b)(3)(A) of the Bankruptcy Code also raises a related information sharing issue: whether a creditors' committee could be required to share information with any creditor that the committee represents where that information is subject to the attorney-client privilege or similar state, federal or other jurisdictional law privilege, whether such privilege is solely controlled by the committee or is a joint privilege with the debtor or some other party (collectively, "**Privileged Information**"). Again, the statute and legislative history do not suggest that such a requirement exists. Nonetheless, given the importance of this issue to the ability of the Creditors' Committee to function effectively in these cases, the Debtors similarly seek clarification that the Creditors' Committee is not authorized or required to provide creditors who are not committee members with access to Privileged Information. The Debtors submit that the Creditors' Committee would be permitted, but not required, to provide access to

Privileged Information to any party, provided that (a) such Privileged Information is not Confidential Information and (b) the relevant privilege is held and controlled solely by the Creditors' Committee.

GROUNDNS FOR RELIEF

27. The Debtors operate in a highly competitive industry and rely on confidential and proprietary information in the conduct of their businesses. As such, the dissemination of the Debtors' Confidential Information to parties who are not bound by any confidentiality agreement directly with the Debtors could have disastrous results for the Debtors. If the Debtors' general creditors could require the Creditors' Committee to give them access to Confidential Information, such information easily could become public and could be used by the Debtors' competitors and other parties to the direct detriment to the Debtors and their business operations. This concern is amplified because certain of the Debtors' competitors are creditors or potential creditors of the Debtors.

28. There can be little doubt that the public dissemination of the Debtors' Confidential Information would cause serious harm to the Debtors' estates. Among other things, if the Debtors' business strategies and initiatives become known to the Debtors' competitors, the effectiveness of these competitive strategies would be undermined. Disclosure of business costs and proprietary practices could allow competitors to compete for business on an unfair basis. In addition, other Confidential Information of the Debtors, such as compensation levels or other employee information, is of a sensitive nature, and public disclosure of such information would cause morale and similar problems for the Debtors, as well as potentially violate federal and state privacy laws.

29. If there were a risk that Confidential Information given by the Debtors to the Creditors' Committee could be disclosed to any creditor, the Debtors would be strongly

discouraged from giving Confidential Information to the Creditors' Committee in the first place. In fact, the Debtors likely would conclude that they could not give any such information to the Creditors' Committee for fear of the substantial adverse impact that would result from such disclosure. The inability of the Creditors' Committee to gain access to Confidential Information, in turn, would limit its ability to fulfill its statutory obligations under the Bankruptcy Code.

30. The relief sought by the Debtors not only is necessary to preserve and to protect Confidential Information for the benefit of the Debtors, but also will ensure that such information can be shared with the Creditors' Committee to allow it to fulfill its role in these cases. The requested relief will permit the Creditors' Committee and its advisors to enter into confidentiality arrangements with the Debtors without the fear that individual creditors could force them to breach such agreements. The Creditors' Committee should not be put in the position of not knowing whether section 1102(b)(3)(A) of the Bankruptcy Code forces them to make the choice of either violating the statute or breaching confidentiality and thereby subjecting itself to suit by the Debtors and potentially other parties. Similarly, the Creditors' Committee should not have to be concerned that its efforts to obtain Confidential Information could inadvertently provide individual committee members with access to inappropriate information that could undermine the Creditors' Committee's efforts to promote the preservation of the Debtors' estates and maximize value available to creditors.

31. Finally, the Debtors and the Creditors' Committee face similar risks if the committee could be required to provide creditors who are not committee members with access to Privileged Information. If there is a risk that Privileged Information would be turned over to creditors generally, with the possible loss of the relevant privilege at that time, the entire purpose of such privilege would be eviscerated, and the Creditors' Committee would be unable to obtain

the independent and unfettered advice and consultation that such privileges are designed to foster. As a result, the Creditors' Committee would be hampered in its ability to fulfill its statutory role in these chapter 11 cases.

STATUTORY AUTHORITY FOR THE RELIEF REQUESTED

32. For all of these reasons, the Debtors seek the entry of an order of this Court confirming that the Creditors' Committee is not authorized or required, pursuant to section 1102(b)(3)(A) of the Bankruptcy Code, to provide any creditor it represents who is not a member of the Creditors' Committee with access to the Debtors' Confidential Information or Privileged Information. Such relief not only will assist in preserving and maximizing the value of the Debtors' estates, but also will protect the Creditors' Committee by allowing it to review Confidential Information and obtain privileged advice of counsel without risk of violating the Bankruptcy Code by refusing to provide such information to creditors generally.

33. As noted above, nothing in section 1102(b)(3)(A) of the Bankruptcy Code itself, nor in the legislative history thereto, indicates that the Creditors' Committee is required to provide Confidential Information or Privileged Information to all of the creditors it represents. In addition, section 107(b)(1) of the Bankruptcy Code provides that "on request of a party in interest, the bankruptcy court shall . . . protect an entity with respect to a trade secret or confidential research, development, or commercial information." (emphasis added). Section 107(b)(1), as highlighted above, is mandatory. *Video Software Dealers Ass'n v. Orion Pictures Corp.*, 21 F.3d 24, 27 (2d Cir. 1994) (providing that the protections of section 107(b)(1) are mandatory upon request). As a result, under section 107(b)(1) and Bankruptcy Rule 9018, this Court is empowered to protect the Debtors' Confidential Information and Privileged Information from disclosure to general creditors.

34. The relief requested herein does not interfere with the Creditors' Committee's ability to provide information to its constituents pursuant to section 1102(b)(3)(A) of the Bankruptcy Code. The Debtors believe that the Creditors' Committee, through a website or other mechanism, will be able to efficiently provide their creditor constituents with access to relevant public information concerning the Debtors and their chapter 11 cases, including pleadings filed with this Court, the Debtors' schedules and statements of financial affairs that will be filed in these cases, the Debtors' monthly operating reports, and analyses or summaries prepared by the Creditors' Committee based on non-confidential, non-privileged information. In addition, when the Debtors or other plan proponent solicit votes on a proposed plan of reorganization, the Debtors or other plan proponent will provide creditors with additional material information in a Court-approved disclosure statement that satisfies the requirements of section 1125(b) of the Bankruptcy Code. Therefore, notwithstanding the relief requested herein, the Debtors' creditors will have access to a wealth of relevant information to permit the Creditors' Committee to satisfy the purposes and requirements of section 1102(b)(3)(A) of the Bankruptcy Code.

35. The disclosure of nonpublic or privileged information to such creditors, by contrast, will not foster a reorganization of the Debtors, but instead will cause serious harm to the Debtors' estates for the reasons described above. Similarly, the Debtors' estates and reorganization efforts could be harmed if they did not restrict access to Confidential Information among committee members where the committee members could use such information in an anti-competitive or otherwise inappropriate way. Therefore, pursuant to sections 105(a), 107(b)(1) and 1102(b)(3)(A) of the Bankruptcy Code, the Debtors respectfully request that the

relief requested herein be granted to best preserve and maximize the value of their estates and to assist the Creditors' Committee to fulfill their statutory roles in the Debtors' reorganization.

36. Relief similar to that requested in this Motion has been granted in comparable chapter 11 cases filed since the enactment of BAPCPA. *See, e.g., In re Dana Corp.*, No. 06-10354 (BRL) (Bankr. S.D.N.Y. Mar. 29, 2006); *In re G+G Retail, Inc.*, No. 06-10152 (RDD) (Bankr. S.D.N.Y. Mar. 9, 2006); *In re Calpine Corp.*, No. 05-60200 (BRL) (Bankr. S.D.N.Y. Feb. 15, 2006); *accord In re FLYi, Inc.*, No. 05-20011 (MFW) (Bankr. D. Del. Nov. 17, 2005).

NOTICE

37. Notice of the Motion has been given to (a) the Office of the United States Trustee for the Northern District of Ohio, (b) the Debtors' secured lenders, (c) and the Debtors' fifty (50) largest unsecured creditors on a consolidated basis. The Debtors submit that, under the circumstances, no other or further notice need be given.

38. Because this Motion presents no novel issues of law and the authorities relied upon are stated herein, the Debtors respectfully request that this Court waive the requirement contained in Local Bankruptcy Rule 9013-1(a) that the Debtors file a separate memorandum of law in support of this Motion.

39. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the Debtors request the relief sought by this Motion be immediately effective and enforceable upon entry of the order requested hereby.

40. No previous motion for the relief sought herein has been made to this or any other court.

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CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: September 20, 2006
Cleveland, OH

CEP HOLDINGS, LLC, et al.,
Debtors and Debtors-in-possession

By: /s/ Joseph F. Hutchinson, Jr.
One of Their Attorneys

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Proposed Counsel for Debtors and Debtors-in-Possession

EXHIBIT A

PROPOSED ORDER

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

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In re: :
 : Case No. 06-61796
CEP HOLDINGS, LLC, et al.,¹ : (Jointly Administered)
 :
Debtors. : Chapter 11
 :
 : Honorable Russ Kendig
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**ORDER, PURSUANT TO SECTIONS 105(a), 107(b) AND 1102(b)(3)(A)
OF THE BANKRUPTCY CODE, CONFIRMING THAT THE CREDITORS'
COMMITTEE IS NOT AUTHORIZED OR REQUIRED TO PROVIDE ACCESS
TO (A) CONFIDENTIAL OR (B) PRIVILEGED INFORMATION OF THE DEBTORS**

Upon the motion (the “**Motion**”)² of CEP Holdings, LLC and its affiliated debtors and debtors-in-possession (each a “**Debtor**” and collectively, the “**Debtors**” or “**CEP**”) in the above-captioned Chapter 11 cases (the “**Cases**”), for entry of an order, pursuant to sections 105(a), 107(b) and 1102(b)(3)(A) of the Bankruptcy Code, confirming that the creditors’ committee is not authorized or required to provide access to (a) confidential or (b) privileged information of the Debtors; the Court having reviewed the Motion and having heard the statements of counsel in support of the relief requested therein at a hearing before the Court (the “**Hearing**”); and upon the Mallak Affidavit; and the Court having found and concluded that (i) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding, (iii) notice of the Motion was sufficient under the circumstances, and (iv) the legal and factual bases set forth in the Motion, the Mallak Affidavit, and at the Hearing establish just cause for the relief granted herein; and this Court having determined that granting the relief requested in the Motion is in the

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

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

best interests of the Debtors, their estates and their creditors; and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** to the extent provided herein.
2. For the purposes of this Order, the term “**Confidential Information**” shall mean any nonpublic information of the Debtors, including, without limitation, information concerning the Debtors' assets, liabilities, business operations, proprietary information, pricing, projections, analyses, compilations, studies, and other documents prepared by the Debtors or their advisors or other agents, which is furnished, disclosed, or made known to the Creditors' Committee, whether intentionally or unintentionally and in any manner, including in written form, orally, or through any electronic, facsimile or computer-related communication. Confidential Information shall include (a) any notes, summaries, compilations, memoranda, or similar written materials disclosing or discussing Confidential Information; (b) any written Confidential Information that is discussed or presented orally; and (c) any other Confidential Information conveyed to the Creditors' Committee orally that the Debtors or their advisors or other agents advise the Creditors' Committee should be treated as confidential. Notwithstanding the foregoing, Confidential Information shall not include any information or portions of information that: (i) is or becomes generally available to the public or is or becomes available to the Creditors' Committee on a non-confidential basis, in each case to the extent that such information became so available other than by a violation of a contractual, legal, or fiduciary obligation to the Debtors; or (ii) was in the possession of the Creditors' Committee prior to its disclosure by the Debtors and is not subject to any other duty or obligation to maintain confidentiality.
3. For the purposes of this Order, the term “**Privileged Information**” shall mean any information subject to the attorney-client privilege or similar state, federal or other

jurisdictional law privilege, whether such privilege is solely controlled by an Official Committee or is a joint privilege with the debtor or some other party.

4. The Creditors' Committee (whether operating through its members, advisors or other agents) is not authorized or required, pursuant to section 1102(b)(3)(A) of the Bankruptcy Code, to provide access to any Confidential Information of the Debtors to any creditor it represents who is not a member of the committee.

5. The Creditors' Committee (whether operating through its members, advisors or other agents) is not authorized or required, pursuant to section 1102(b)(3)(A) of the Bankruptcy Code, to provide access to any Privileged Information to any creditor it represents who is not a member of the committee. Nonetheless, the Creditors' Committee shall be permitted, but not required, to provide access to Privileged Information to any party provided that (a) such Privileged Information is not Confidential Information and (b) the relevant privilege is held and controlled solely by the Creditors' Committee.

6. Nothing in this Order shall expand, restrict, affirm or deny the right or obligation, if any, of the Creditors' Committee to provide access, or not to provide access, to any information of the Debtors to any party except as explicitly provided herein.

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

8. The requirement pursuant to Local Bankruptcy Rule 9013-1(a) that the Debtors file a memorandum of law in support of the Motion is hereby waived.

9. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: September ____, 2006
Canton, OH

UNITED STATES BANKRUPTCY JUDGE