

EXHIBIT B

PROPOSED ORDER

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

----- x
In re: :
 : Case No. 06-61796
CEP HOLDINGS, LLC, et al.,¹ : (Jointly Administered)
 :
Debtors. : Chapter 11
 :
 : Honorable Russ Kendig
----- x

**ORDER AUTHORIZING THE MAINTENANCE OF BANK ACCOUNTS,
CONTINUED USE OF EXISTING CASH MANAGEMENT SYSTEM
AND BUSINESS FORMS, AND WAIVING INVESTMENT AND
DEPOSIT GUIDELINES OF SECTION 345(b) OF THE BANKRUPTCY CODE**

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), 345(b) and 363(a) of the Bankruptcy Code authorizing the maintenance of bank accounts, (b) authorizing the continued use of the existing cash management system and business forms, and (c) waiving the investment and deposit requirement of section 345(b) of the Bankruptcy Code; 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

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.

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 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. Pursuant to sections 105(a) and 363 of the Bankruptcy Code, the Debtors, in their discretion, are authorized and empowered to: (a) designate, maintain and continue to use any and all of their respective accounts (collectively, the “**Accounts**”) in existence as of the Petition Date, with the same account numbers, including, *inter alia*, the accounts identified in **Exhibit 1** attached hereto; and (b) treat the Accounts for all purposes as accounts of the Debtors, in their capacity as debtors in possession. The Debtors are authorized, but not directed, to close the National City Account.
3. All banks at which the Accounts are maintained, including, without limitation, those banks set forth on **Exhibit 1** (the “**Banks**”), are authorized to continue to service and administer the Accounts as accounts of the Debtors, in their capacity as debtors in possession, without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, or automated transfers (the “**Transfers**”) issued on the Accounts with respect to any claim (as such term is defined in section 101(5) of the Bankruptcy Code) arising on or after the Petition Date; *provided, however*, that sufficient funds, whether deposited prior or subsequent to the Petition Date, are in said Accounts to cover and permit payment thereof.

4. The Banks are directed not to honor any check, draft, or Transfers presented, issued or drawn on the Accounts on account of a claim (as such term is defined in section 101(5) of the Bankruptcy Code) arising before the Petition Date, except that the Banks maintaining Accounts set forth on Exhibit 1 are authorized to honor checks, drafts, or Transfers which constitute a payment authorized and provided for by an order of this Court, including, *inter alia*, payments of wages, fees, salaries, bonuses, commissions, severance pay, holiday and vacation pay, and sick leave pay, and payments for sales and use and withholding tax claims; *provided, however*, that:

Sufficient funds, whether deposited prior or subsequent to the Petition Date, are in said Accounts to cover and permit payment thereof;

Any depository transfers, Transfers, or other similar drafts issued in the name of any of the Debtors that are used to transfer moneys between the Debtors' Accounts shall be honored and paid to the extent consistent with past practices; and

Any payment of the above-described amounts by the Banks is without prejudice to the rights of the Banks to claim rights of setoff against any funds held by them as such rights existed immediately prior to the payment of such items.

5. The Debtors are hereby directed to immediately furnish to the Banks a list of those checks, drafts, Transfers and other withdrawals made, drawn or issued in payment of prepetition claims the payment of which has not been authorized by the Court. The Banks are authorized to accept and honor all representations from the Debtors as to which checks should be honored or dishonored, whether the checks are dated prior to, on or subsequent to the Petition Date and whether or not the Bank believes the payment is authorized by some other order of the Court.

6. Any prepetition final payment made by any Bank of a check, draft or other item drawn against any of the Accounts, or any cashier's check, treasurer's check or other instrument

issued by any Bank for the account of or on behalf of any Debtor, that was required to be made prepetition pursuant to a “midnight deadline” or otherwise, shall be deemed paid and cleared prepetition for all purposes, whether or not such payment was debited from the Accounts prior to the commencement of these Cases.

7. The Debtors shall serve a copy of this Order on all Banks whose Accounts are listed on Exhibit 1 within three (3) business days of the entry of this Order.

8. This Order is without prejudice to the Debtors’ rights to (a) close any of the Accounts or (b) open or close accounts other than the Accounts at any banking institution.

9. The Banks are authorized and directed to honor the Debtors’ requests to (a) close any of the Accounts and (b) to open or close accounts other than the Accounts.

10. For all purposes in this Order, any and all accounts opened by the Debtors on or after the Petition Date at any bank shall be deemed an Account (as if it had been opened prior to the Petition Date and listed on **Exhibit 1**) and any banks at which such accounts are opened similarly shall be subject to the rights and obligations of this Order.

11. The Debtors and the Banks are hereby authorized to continue to perform pursuant to the terms of the prepetition agreements that exist between them except to the extent expressly directed by the terms of this Order to the contrary. The parties to such agreements shall continue to enjoy the rights and remedies afforded to them under such agreements except to the extent modified by the terms of this Order or by operation of the Bankruptcy Code.

12. The Debtors are hereby authorized to execute any additional documents as may be required to carry out the intent and purpose of this Order.

13. Cause exists for waiving the investment and deposit requirements set forth in section 345(b) of the Bankruptcy Code, and the Debtors' obligation to comply with that section is hereby waived.

14. The Debtors are authorized and empowered to continue to manage their cash in a manner consistent with their practice prior to the Petition Date, provided, however, intercompany transactions with CEP Mexico shall be terminated and CEP Mexico shall be operated as a stand alone entity as required by the DIP Financing Order.

15. The Debtors are authorized to continue to use their existing checks and other business forms, without alteration, and shall not be required to include the legend "Debtor in Possession" or a "debtor in possession number" on such checks and business forms until such forms are exhausted..

16. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

17. 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.

18. 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

EXHIBIT 1

LIST OF ACCOUNTS

THE DEBTORS' BANK ACCOUNTS

Creative Engineered Polymer Products, LLC

<u>Account Type</u>	<u>Account Number</u>	<u>Bank Maintaining Account</u>
Lockbox	(075)2000028319768	Wachovia Bank, N.A.
Operating Account	(075)2000028319771	Wachovia Bank, N.A.
Controlled Disbursement Account	(075)2079951065699	Wachovia Bank, N.A.

Thermoplastics Acquisition, LLC

<u>Account Type</u>	<u>Account Number</u>	<u>Bank Maintaining Account</u>
Lockbox	(075)2000028345677	Wachovia Bank, N.A.
Operating Account	(075)2000028345680	Wachovia Bank, N.A.
Controlled Disbursement Account	(075)2079951067600	Wachovia Bank, N.A.