

EXHIBIT C

PROPOSED INTERIM ORDER

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

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In re: :
 : Case No. 06-51848
CEP HOLDINGS, LLC, et al.,¹ : (Jointly Administered)
 :
Debtors. : Chapter 11
 :
 : Honorable Marilyn Shea-Stonum
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**INTERIM ORDER, PURSUANT TO SECTIONS 327(a), 328 AND 330
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 6005,
AUTHORIZING THE DEBTORS AND DEBTORS IN POSSESSION
TO EMPLOY BIDITUP AUCTIONS WORLDWIDE, INC. AS AUCTIONEER**

Upon the application (the “**Application**”)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 interim and final orders, pursuant to sections 327(a), 328 and 330 of the Bankruptcy Code and Bankruptcy Rule 6005,

¹ The Debtors are: 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 Application.

authorizing the employment and retention of Bidityup as auctioneer in connection with the sale of Sales Assets at the Closing Facilities at the Auctions; and upon the Declaration; the Court having reviewed the Application and the Declaration and having heard the statements of counsel in support of the relief requested in the Application at a hearing before the Court (the “**Hearing**”); 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 and (iii) notice of the Application was sufficient under the circumstances; (v) Bidityup is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code; and (vi) the legal and factual bases set forth in the Application and the Declaration and at the Hearing establish just cause for the relief granted herein; and this Court having determined that granting the relief requested in the Application 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 Application is GRANTED on an interim basis, to the extent provided herein and subject to a separate and final order.
2. The Debtors are authorized to retain and employ Bidityup as auctioneer pursuant to sections 327(a), 328 and 330 of the Bankruptcy Code with respect to the sale of the Sales Assets at the Closing Facilities in accordance with the terms and conditions of the Auction Agreement.
3. Bidityup’s compensation set forth in the Auction Agreement is approved in all respects pursuant to Bankruptcy Rule 6005.
4. The Debtors and Bidityup are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

5. A final hearing on the Application shall take place on November __, 2006, at __: __ .m., Eastern Time. Any party wishing to object to the relief being granted herein on a permanent basis shall file such objection with the Court prior to November __, 2006 at 4:00 p.m., Eastern Time. If no objection is filed by the time and date set forth above, then the Court may enter a final order approving the Debtors' employment and retention of Biditup as auctioneer.

6. In the event that Biditup is not retained as auctioneer in these Cases pursuant to the terms and conditions set forth in the Application and the Auction Agreement, Biditup shall be entitled to an administrative expense priority claim in the amount of \$200,000.00 for its services to the Debtors from the entry of this Order until November __, 2006 or the date of the final hearing on the Application.

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

8. 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.

IT IS SO ORDERED.

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