

EXHIBIT C

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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**INTERIM ORDER, PURSUANT TO
SECTIONS 327(a) AND 328 OF THE BANKRUPTCY
CODE AND BANKRUPTCY RULE 2014(a), AUTHORIZING DEBTORS TO
EMPLOY GIULIANI CAPITAL ADVISORS LLC AS INVESTMENT BANKERS**

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 an order, pursuant to sections 327(a) and 328 of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Bankruptcy Rule 2016-1, authorizing the Debtors to employ GCA as investment bankers; the Court having reviewed the Application 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 Carter Declaration; 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 Application was sufficient under the circumstances, and (iv) the legal and factual bases set forth in the Application, Mallak Affidavit, the Carter Declaration, and at the Hearing establish just cause for the relief granted herein; and this Court having determined that granting the relief

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 Application.

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.
2. Pursuant to sections 327(a) and 328 of the Bankruptcy Code, the Debtor, are authorized to employ and retain GCA as their investments bankers on the terms set forth in the Engagement Letter and the Application, effective *nunc pro tunc* to the Petition Date.
3. GCA shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 328, the Local Bankruptcy Rules and such procedures as may be fixed by order of this Court.
4. The final hearing on the Application (the “**Final Hearing**”) shall take place on [____], at 2:30 p.m. (prevailing Eastern Time). Pursuant to Federal Rule of Bankruptcy Procedure 4001(b), service of this Interim Order, along with the proposed final order, upon (a) the Office of the United States Trustee for the Northern District of Ohio, (b) the Debtors’ secured lenders, (c) the Debtors’ fifty (50) largest unsecured creditors on a consolidated basis shall constitute adequate notice of the Final Hearing, if served on or before close of business on September ____, 2006.
5. Any party wishing to object to the relief granted herein being granted on a permanent basis shall file such objection with the Court, together with proof of service thereof, and served upon: (a) Debtors’ counsel, Joseph F. Hutchins, Jr. at jhutchinson@bakerlaw.com, Thomas M. Wearsch at twearsch@bakerlaw.com and Eric R. Goodman at egoodman@bakerlaw.com; (b) counsel for any committee appointed in these cases; and (c) the

Office of the United States Trustee for the Northern District of Ohio, Howard M. Metzenbaum U.S. Courthouse, 201 Superior Ave., East - Suite 441, Cleveland, Ohio 44114, so as to be received no later than [____], 2006 at 4:00 p.m. (prevailing Eastern Time).

6. Any objection to the relief granted herein on a permanent basis must be filed with this Court in accordance with (a) Local Bankruptcy Rule 9037-1, (b) Court's General Order (Provisions For Electronic Case Filing), (c) General Order No. 02-2, dated September 6, 2002, and (d) Sections II (A) and (B) of the Electronic Case Filing (ECF) Administrative Procedures Manual – Administrative Procedures for Filing, Signing, Maintaining, and Verifying, and Serving Pleadings and Papers in the ECF System.

7. In the event an objection is timely served and filed in accordance with this Order, there shall be a hearing held on [____], 2006 at :__.m. (prevailing Eastern Time) to consider such objection, and pending entry of an order following the conclusion of said hearing, the relief granted herein shall remain in effect on an interim basis.

8. If no objection to the relief granted herein on a permanent basis is timely served and filed in accordance with this Order, this Order shall be deemed a final order without further notice or hearing and the Application shall be granted in its entirety, and the relief requested in the Application shall be made effective permanently *nunc pro tunc* to the Petition Date.

9. The Court shall retain jurisdiction over any matters arising from or relating to the implementation and interpretation of this Order.

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

11. 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