

**EXHIBIT C**

PROPOSED ORDER

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

----- X  
In re: : Case No. 06-51848  
: (Jointly Administered)  
CEP HOLDINGS, LLC, et al.,<sup>1</sup> :  
: Chapter 11  
Debtors. :  
: Honorable Marilyn Shea-Stonum  
: :  
----- X

**ORDER, PURSUANT TO SECTIONS 501 AND 502 OF  
THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2002  
AND 3003(c)(3), ESTABLISHING BAR DATES FOR FILING PROOFS OF  
CLAIM AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

This matter coming before the Court on the *Motion of Debtors and Debtors in Possession, Pursuant to Sections 501 and 502 of the Bankruptcy Code and Bankruptcy Rules 2002 and 3003(c)(3), for an Order Establishing Bar Dates for Filing Proofs of Claim and*

---

<sup>1</sup> The Debtors are: CEP Holdings, LLC, Creative Engineered Polymer Products, LLC and Thermoplastics Acquisition, LLC.

*Approving Form and Manner of Notice Thereof* (the “**Motion**”)<sup>2</sup> filed by 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**”); 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 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 Motion was sufficient under the circumstances; and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause of the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED in its entirety.
2. As used herein, (a) the term “claim” has the meaning given to it in section 101(5) of the Bankruptcy Code, (b) the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code and (c) the term “governmental unit” has the meaning given to it in section 101(27) of the Bankruptcy Code.
3. The forms of the Bar Date Notice, the Publication Notice and the Proof of Claim Form, and the manner of providing notice of the Bar Dates proposed in the Motion, are approved in all respects pursuant to Bankruptcy Rules 2002(a)(7) and 2002(l). The form and manner of notice of the Bar Dates approved herein are deemed to fulfill the notice requirements of the Bankruptcy Code and the Bankruptcy Rules. Accordingly, the Debtors are authorized to serve the Bar Date Notice Package in the manner described in paragraph 4 below.

---

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

4. Within 10 days after the entry of this Order the Debtors shall serve the Bar Date Notice Package by first class United States mail, postage prepaid, on all known entities holding potential prepetition claims and their counsel (if known), all parties that have requested notice in these Cases, all Interest Holders, the U.S. Trustee and all taxing authorities for the jurisdictions in which the Debtors do business.

5. Except as provided in paragraphs 7 through 9 of this Order, any entity, other than a governmental unit, holding a prepetition claim against a Debtor must file a proof of claim in accordance with the procedures described herein by the General Bar Date. The General Bar Date is hereby fixed as **March 1, 2007**. The General Bar Date shall be identified in the Bar Date Notice and the Publication Notice. Except as provided in paragraphs 7 through 9 of this Order, the General Bar Date applies to all entities, other than governmental units, holding claims against the Debtors (whether secured, unsecured priority or unsecured nonpriority) that arose prior to the Petition Date, including, without limitation, claims entitled to administrative priority status under section 503(b)(9) of the Bankruptcy Code.

6. Except as provided in paragraphs 7 and 9 of this Order, in accordance with section 502(b)(9) of the Bankruptcy Code, any governmental unit holding a prepetition claim against a Debtor must file a proof of claim in accordance with the procedures described herein by **March 19, 2007**. The Government Bar Date shall be identified in the Bar Date Notice and the Publication Notice. Except as provided in paragraphs 7 through 9 of this Order, the Government Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority or unsecured nonpriority) that arose prior to the Petition Date, including governmental units holding claims against a Debtor for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which a Debtor was a party.

7. The following entities whose claims otherwise would be subject to the General Bar Date or the Government Bar Date shall not be required to file proofs of claim in these Cases.

- a. Any entity that already has properly filed a proof of claim against one or more of the Debtors in accordance with the procedures described herein and in the Motion;
- b. Any entity (i) whose claim against a Debtor is not listed as disputed, contingent or unliquidated in the Schedules and (ii) that agrees with the nature, classification and amount of its claim as identified in the Schedules;
- c. Any entity whose claim against a Debtor previously has been allowed by, or paid pursuant to, an order of this Court;
- d. Any Debtor having a claim against another Debtor, or any of the direct or indirect nondebtor subsidiaries of the Debtors having a claim against any of the Debtors;
- e. Any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code); and
- f. Any entity whose claim is limited exclusively to a claim for “Prepetition Debt” as such term is defined and identified in paragraph I of the Final DIP Order (Docket No. 192) as constituting a legal, valid and binding obligation of the Debtors.

8. Any entity holding a Rejection Damage Claim arising from the rejection of an executory contract or unexpired lease shall be required to file a proof of claim in respect of such Rejection Damages Claim in accordance with the procedures described herein by the Rejection Bar Date. The Rejection Bar Date shall be the earlier of: (a) the date that is 30 days after the effective date of rejection identified in the notice of rejection or order authorizing rejection with respect to such executory contract or unexpired lease; or (b) the date that is 30 days following the effective date of any plan of reorganization confirmed by the Court in these Cases.

9. The Debtors shall retain the right to (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount,

liability, classification or otherwise; (b) subsequently designate any claim as disputed, contingent or unliquidated; and (c) otherwise amend their Schedules; provided, however, that if a Debtor amends its Schedules to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of a claim against the Debtor, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim in accordance with the procedures described herein by the Amended Scheduled Bar Date. The Amended Scheduled Bar Date shall be the later of: (a) the General Bar Date or Government Bar Date, as applicable; and (b) 30 days after the date that notice of the applicable amendment to the Schedules is served on the claimant. Notwithstanding the foregoing, nothing contained herein shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

10. Subject to the provisions of paragraphs 8 and 9 of this Order with respect to holders of claims subject to the Rejection Bar Date and the Amended Schedule Bar Date, the following entities must file a proof of claim on or before the General Bar Date or, with respect to claims of governmental units, on or before the Government Bar Date:

- a. Any entity (i) whose prepetition claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as disputed, contingent or unliquidated and (ii) that desires to participate in any of these Cases or share in any distribution in any of these Cases;
- b. Any entity (i) that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount and (ii) that desires to have its claim allowed in a classification or amount other than that identified in the Schedules; and
- c. Any entity holding a claim allowable under section 503(b)(9) of the Bankruptcy Code.

11. Any entity asserting claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any entity filing a proof of claim

must identify on its proof of claim form the particular Debtor against which its claim is asserted. If more than one Debtor is listed on the form, the Debtors will treat such claim as filed only against the first listed Debtor. Any claim filed in the joint administration case number (CEP Holdings, LLC, Case No. 06-51848) or otherwise that fails to identify a Debtor shall be deemed as filed only against Debtor Creative Engineered Polymer Products, LLC. Any claim improperly filed against CEP Holdings, LLC will be treated as filed against Creative Engineered Polymer Products, LLC or Thermoplastics Acquisition, LLC if the Debtors' book and records clearly indicate that the claim should have been filed against Creative Engineered Polymer Products, LLC or Thermoplastics Acquisition, LLC.

12. Any entity holding an interest in any Debtor, which interest is based exclusively upon the ownership of a membership interest in a limited liability company, need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders that wish to assert claims against any of the Debtors that arise out of or relate to the ownership or purchase of an Interest must file proofs of claim on or before the General Bar Date, unless another exception contained in this Order applies. The entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of interests not subject to the Bar Dates established herein must file proofs of interests or be barred from so doing.

13. Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in these Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order with respect to a particular claim against a Debtor, but that fails to properly do so by the applicable Bar Date, shall be forever barred, estopped and enjoined from: (a) asserting any claim against the Debtors that the entity has that (i) is in an amount that exceeds the amount, if any,

that is identified in the Schedules on behalf of such entity as undisputed, noncontingent and liquidated or (ii) is of a different nature or a different classification than any claim identified in the Schedules on behalf of such entity; or (b) voting upon, or receiving distributions under, the Plan or any other plan of reorganization in these Cases in respect of an Unscheduled Claim.

14. The Debtors shall serve on all known entities holding potential prepetition claims: (a) the Bar Date Notice, substantially in the form attached to the Motion as **Exhibit A**; and (b) a Proof of Claim Form, substantially in the form attached to the Motion as **Exhibit B**. The Debtors shall state on each Proof of Claim Form, along with the entity's name: (a) whether the entity's claim is listed in the Schedules; and (b) if so, (i) the Debtor against which the entity's claim is scheduled; (ii) whether the claim is listed as disputed, contingent or unliquidated; and (iii) whether the entity's claim is listed as a secured, an unsecured priority or an unsecured nonpriority claim. If a claim is listed in the Schedules in a liquidated amount that is not disputed or contingent, the Debtors also shall identify on the Proof of Claim Form the dollar amount of the claim as listed in the Schedules. Any entity that relies on the information in the Schedules shall bear responsibility for determining that its claim is accurately listed therein.

15. For any proof of claim to be validly and properly filed, a signed original of the completed proof of claim, together with any accompanying documentation required by Bankruptcy Rules 3001(c) and 3001(d), must be delivered to BMC at the appropriate address identified on the Bar Date Notice so as to be received no later than 5:00 p.m., Eastern Time, on the applicable Bar Date. Proofs of claim may be submitted in person or by courier service, hand delivery or mail. Proofs of claim submitted by facsimile or e-mail shall be deemed not accepted and will not be deemed to have been validly and properly filed. Proofs of claim shall be deemed filed when actually received by BMC. If a creditor wishes to receive acknowledgement of



BMC's receipt of a proof of claim, the creditor also must submit to BMC by the applicable Bar Date and concurrently with submitting its original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, stamped return envelope.

16. Upon the advance express written consent of the Debtors, a claimant's proof of claim may be filed without the documents required by Bankruptcy Rules 3001(c) and 3001(d); provided, however, that any claimant that receives such a written consent shall be required to transmit these documents in support of its claim to BMC, the Debtors or other parties in interest within 10 days after the date of a written request for such documents.

17. The Debtors shall cause the Publication Notice to be published on or before **January 31, 2007**, in the daily edition of the *Canton Repository* and the national edition of the *The Wall Street Journal* or *The New York Times*.

18. The Debtors and BMC are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

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

IT IS SO ORDERED.

###