

EXHIBIT A

PROPOSED ORDER

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

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In re: : Case No. 06-51848
: (Jointly Administered)
CEP HOLDINGS, LLC, et al.,¹ :
: Chapter 11
Debtors. :
: Honorable Marilyn Shea-Stonum
: :
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**ORDER, PURSUANT TO SECTIONS 105(a) AND 363(b) OF THE
BANKRUPTCY CODE, AUTHORIZING THE DEBTORS TO TERMINATE
THEIR HEALTH AND WELFARE PLAN EFFECTIVE AS OF MARCH 31, 2007**

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), 363(b) and/or 1113(e) of the Bankruptcy Code, authorizing them to terminate the Health and

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 Motion.

Welfare Plan effective as of March 31, 2007; 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, (iii) notice of the Motion was sufficient under the circumstances, (iv) the termination of the Health and Welfare Plan represents an appropriate exercise of the Debtors’ sound business judgment and does not represent an impermissible alteration of the Collective Bargaining Agreements, and (v) the legal and factual bases set forth in the Motion 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 in its entirety.
2. The Debtors are authorized to terminate the Health and Welfare Plan pursuant to sections 105(a) and 363(b) of the Bankruptcy Code effective as of March 31, 2007 and give notice of affected former and current employees.
3. The Debtors are not required to honor any of the Health and Welfare Obligations arising after March 31, 2007.
4. The Debtors are authorized to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order and the termination of the Health and Welfare Plan.
5. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

6. 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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