

EXHIBIT D

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 GRANTING FIRST OMNIBUS OBJECTION OF DEBTORS
AND DEBTORS IN POSSESSION TO DUPLICATE PROOFS OF CLAIM
AND AMENDED PROOFS OF CLAIM [NON-SUBSTANTIVE OBJECTION]**

Upon the *First Omnibus Objection of Debtors and Debtors in Possession to Duplicate Proofs of Claim and Amended Proofs of Claim [Non-Substantive Objection]* (the “**First Omnibus Objection**”)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

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 First Omnibus Objection.

Chapter 11 cases (the “**Cases**”), for entry of an order, pursuant to sections 105(a) and 502 of the Bankruptcy Code and Bankruptcy Rule 3007, disallowing and expunging the First Omnibus Claims; the Court having reviewed the First Omnibus Objection and the Affidavit of Julia A. Galyen, attached thereto as Exhibit C (the “**Affidavit**”), 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 First Omnibus Objection and the Hearing was sufficient under the circumstances, and (iv) the legal and factual bases set forth in the First Omnibus Objection and at the Hearing establish just cause for the relief granted herein; and this Court having determined that granting the relief requested in the First Omnibus Objection 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 First Omnibus Objection is GRANTED in its entirety.
2. Each of the Duplicative Claims set forth on Exhibit “A” to the First Omnibus Objection under the column labeled “Duplicate Claim to be Expunged” is disallowed and expunged in its entirety.
3. Each of the Amended Claims set forth on Exhibit “B” to the First Omnibus Objection under the column labeled “Amended Claim to be Expunged” is disallowed and expunged in its entirety.
4. Each of the Duplicate Surviving Claims and the Amended Surviving Claims is unaffected by this Order, provided, however, that the Debtors and the Committee retain the right

to object to the Duplicate Surviving Claims and the Amended Surviving Claims on any an all available factual and legal grounds.

5. The Debtors; BMC Group, Inc., the Debtors' claims and noticing agent; and the Clerk of this Court are authorized to take any and all actions necessary or appropriate to give effect to this Order.

IT IS SO ORDERED.

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