

**EXHIBIT A**

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.,<sup>1</sup> : (Jointly Administered)  
: :  
Debtors. : Chapter 11  
: :  
: Honorable Russ Kendig  
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**ORDER, PURSUANT TO SECTIONS 102 AND  
105(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY  
RULES 2002(m) AND 9007, AUTHORIZING: (I) THE ESTABLISHMENT  
OF OMNIBUS HEARING DATES; AND (II) CERTAIN ELECTRONIC  
NOTICE, CASE MANAGEMENT AND ADMINISTRATIVE PROCEDURES**

Upon the motion (the “**Motion**”)<sup>2</sup> 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 102 and 105(a) of the Bankruptcy Code, Bankruptcy Rules 2002(m) and 9007 and Local Rules 2002-1 and 9013-1, authorizing: (i) the establishment of omnibus hearing dates; and (ii) certain electronic notice, case management and administrative procedures; 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 upon the Mallak Affidavit; 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, and (iv) the legal and factual bases set forth in the Motion, the Mallak Affidavit,

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

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

**A. Omnibus Hearing Dates**

2. The Court shall conduct an omnibus hearing on each of the following Omnibus Hearing Dates:

Tuesday, October 24, 2006 at 2:00 p.m.

Tuesday, November 14, 2006 at 10:00 a.m.

Tuesday, December 19, 2006 at 10:00 a.m.

3. Future Omnibus Hearing Dates will occur thereafter as may be scheduled by the Court. All matters requiring a hearing in these cases shall be set for and be heard on an Omnibus Hearing Date unless otherwise ordered by this Court for good cause shown.

4. To the extent any party requests permission from this Court to appear telephonically at a hearing due to special circumstances, such party is required to notify counsel for the Debtors regarding such request at least three (3) business days prior to the applicable hearing date.

5. Nothing contained herein shall prejudice a party's right to seek expedited hearings, where appropriate, which shall be governed by the Local Rules. Further, nothing contained herein shall prejudice the rights of any party in interest to move this Court to further limit or expand notice of matters and proceedings upon a showing of good cause, including, but

not limited to, the right to file a motion upon shortened notice or to seek an enlargement or reduction of time pursuant to Bankruptcy Rule 9006.

**B. Omnibus Hearing Agenda**

6. By 5:00 p.m. two (2) business days prior to each Omnibus Hearing Date, Debtors' counsel shall file a proposed agenda with regard to the matters that are scheduled to be heard on such Omnibus Hearing Date (the "**Proposed Hearing Agenda**"). The Proposed Hearing Agenda is a proposal for the convenience of the Court and counsel, and it is not determinative of the matters to be heard on that day or whether there will be a settlement or a continuance.

7. The Proposed Hearing Agenda shall include: (a) the docket number and title of each matter to be scheduled for hearing on such Omnibus Hearing Date, including the initial filing and any response, replies or related documents thereto; (b) whether the matters are contested or uncontested; (c) whether the matters have settled or are proposed to be continued; (d) other comments that will assist the Court; and (e) a suggestion for the order in which the matters should be addressed.

**C. Foreign Attorneys**

8. All attorneys shall carefully review the Local Rules, and Local Rule 2090-1 regarding the procedure for appearing and practicing before this Court, which are available on the Court's web site at <http://www.ohnb.uscourts.gov/filerinfo/code-rules/LocalBankruptcyRules-OHNB.pdf>.

9. Attorneys from other states (the "**Foreign Attorneys**") may appear and practice in these chapter 11 cases upon the motion of a member of the bar of this Court; provided, however, that in all appearances, the Foreign Attorney must be accompanied by a member of the bar of this Court.

**D. Document Requests and Access to Docket**

10. Paper copies of all pleadings and other documents filed in these Cases may be obtained for a fee via ECF on the Court's web site at <http://www.ohnb.uscourts.gov>.

11. Further, the Debtors' claims and noticing agent maintains a web site at <http://www.bmcgroup.com/cep>, where electronic copies of all pleadings and documents shall be posted within three (3) business days of filing and may be viewed free of charge.

**E. Electronic and Other Notice Procedures**

12. Every filing shall be subject to the following procedures regarding notice in these chapter 11 cases (the "**Notice Procedures**").

**(a) 2002 Service List and Electronic Mail Service**

13. Any party in interest who wishes to receive notice of pleadings filed in these chapter 11 cases shall file a written notice of appearance and request for service of papers (the "**2002 Notice**"), which shall include such party's (a) name; (b) address; (c) name of client, if applicable; (d) telephone number; (e) facsimile number; and (f) email address. Parties who include more than one email address in their 2002 Notice must designate only one email address as the official email address for effectuating service. The additional email addresses will be added to the 2002 Service List for informational purposes only.

14. The Debtors shall maintain the 2002 Service List and will update the 2002 Service List as often as practicable, but in no event less frequently than every ten (10) business days. Every time the 2002 Service List is updated, the Debtors will file it and post it on the Claims Agent's web site. Additionally, the 2002 Service List will be posted on the Court's web site.

15. All pleadings and documents filed with the Court in these Cases, including the initiation of adversary proceedings, shall be served via email on the 2002 Service List, which

shall be deemed to constitute proper service for all purposes on all parties who are sent such email service. All pleadings and documents served via email shall be in PDF format, if available, and the subject line of the email shall indicate the Debtors' case name and the date of filing and service of such pleadings and documents. Further, parties shall include the title(s) of the pleading(s) and/or document(s) being served in the text of the email.

16. If a 2002 Notice fails to include an email address, the Debtors shall forward a copy of this Order to such party within five (5) business days specifically requesting an email address. If no email address is provided in response to such request, such party shall not be added to the 2002 Service List and shall not be served with copies of pleadings and documents filed in these cases unless such pleadings and/or documents directly affect such party.

17. Any party who wishes to be exempt from providing an email address for the 2002 Service List must make a written request for such an exemption to counsel for the Debtors, Joseph F. Hutchinson, Jr., Esq., Baker Hostetler LLP, 3200 National City Center, 1900 East Ninth Street, Cleveland, Ohio 44114 or via email at [jhutchinson@bakerlaw.com](mailto:jhutchinson@bakerlaw.com). Exemptions will be granted only upon good cause shown. If the Debtors deny a requested exemption, such party may seek an exemption by filing the appropriate motion with this Court and after notice and a hearing.

18. The initial 2002 Service List will consist of

- (a) counsel for the Debtors: Joseph F. Hutchinson, Jr., Thomas M. Wearsch and Eric R. Goodman at [jhutchinson@bakerlaw.com](mailto:jhutchinson@bakerlaw.com), [twearsch@bakerlaw.com](mailto:twearsch@bakerlaw.com) and [egoodman@bakerlaw.com](mailto:egoodman@bakerlaw.com) respectively;
- (b) the Office of the United States Trustee at [maria.d.giannirakis@usdoj.gov](mailto:maria.d.giannirakis@usdoj.gov);
- (c) the Debtors: Joseph Mallak at [jmallak@cepprod.com](mailto:jmallak@cepprod.com);

- (d) counsel for the secured lenders: Jeremy Downs at jeremy.downs@goldbergkohn.com and Shira Isenberg at shira.isenberg@goldbergkohn.com;
- (e) counsel for General Motors: Donald Baty at dbaty@honigman.com;
- (f) counsel for Visteon: Thomas Radon at radom@butzel.com; and
- (g) counsel for Delphi Corp.: Michael Hammer at mhammer@dickinson-wright.com.

19. With respect to filings for which particular notices are required to be served on all creditors and parties in interest, including Bankruptcy Rules 2002(a)(2) and (3), 4001, 6004, 6006, 6007 or 9019, parties shall serve all such filings only on the 2002 Service List and to other interested parties by email, first class United States mail or otherwise in accordance with the following procedures, unless otherwise ordered by the Court:

- (a) Filings related to the use, sale, lease or abandonment of property other than in the ordinary course of business shall be served on each entity asserting an interest in the property;
- (b) Filings related to relief from, or otherwise related to, the automatic stay in so far as it affects property shall be served on each entity asserting a lien or encumbrance on the affected property;
- (c) Filings relating to the use of cash collateral or obtaining credit shall be served on each adversely affected entity asserting an interest in the cash collateral or each adversely affected entity asserting a lien or other interest in property on which a lien is proposed to be granted;
- (d) Filings relating to approval of proposed compromises or settlements shall be served on any entity that is a party to the compromise or settlement or that may be directly adversely affected thereby;
- (e) Filings relating to rights under section 365 of the Bankruptcy Code shall be served on each party to the executory contract(s) or unexpired lease(s) affected thereby;
- (f) Filings objecting to applications (including final applications) for payment of compensation or reimbursement of expenses shall be

served on the professional whose application is under objection;  
and

- (g) Notice of other matters for which the Bankruptcy Rules specifically require notice to all parties in interest shall be served on all creditors and equity security holders of the Debtors and other parties in interest, except as set forth herein or as otherwise authorized by this Court.

20. Except as set forth herein or otherwise ordered by this Court, the Notice Procedures shall not apply to notices of the matters or proceedings described in the following Bankruptcy Rules:

- (a) Bankruptcy Rule 2002(a)(1) (meeting of creditors pursuant to section 341 of the Bankruptcy Code);
- (b) Bankruptcy Rule 2002(a)(2) (any proposed use, sale or lease of property of the estate other than in the ordinary course of business, to the extent that such use, sale or lease concerns all or substantially all of the Debtors' assets);
- (c) Bankruptcy Rule 2002(a)(4) (hearing on the dismissal of a case or cases or the conversion of a case or cases to another chapter);
- (d) Bankruptcy Rule 2002(a)(5) (time fixed to accept or reject a proposed modification of a plan of reorganization);
- (e) Bankruptcy Rule 2002(a)(7) (time fixed for filing proof of claim pursuant to Bankruptcy Rule 3003(c));
- (f) Bankruptcy Rule 2002(b)(1) (time fixed for filing objections and any hearing to consider approval of a disclosure statement);
- (g) Bankruptcy Rule 2002(b)(2) (time fixed for filing objections and any hearing to consider confirmation of a plan of reorganization);
- (h) Bankruptcy Rule 2002(d) (certain matters for which notice is to be provided to equity security holders);
- (i) Bankruptcy Rule 2002(f)(1) (entry of an order for relief);
- (j) Bankruptcy Rule 2002(f)(2) (dismissal or conversion of a case to another chapter of the Bankruptcy Code);
- (k) Bankruptcy Rule 2002(f)(3) (time allowed for filing claims pursuant to Bankruptcy Rule 3002);

- (l) Bankruptcy Rule 2002(f)(6) (waiver, denial or revocation of a discharge as provided in Bankruptcy Rule 4006);
- (m) Bankruptcy Rule 2002(f)(7) (entry of an order confirming a chapter 11 plan or plans of reorganization); and
- (n) Bankruptcy Rule 2002(f)(8) (summary of the trustee's final report and account should a case be converted to Chapter 7 of the Bankruptcy Code).

**(b) Noticing a Matter for Hearing: Objection and Reply Deadlines**

21. In the event that a party files a motion or an application for relief on or before twenty (20) calendar days prior to the next regularly scheduled Omnibus Hearing Date, the matter may be set for hearing on the next regularly scheduled Omnibus Hearing Date and the objection deadline shall be five (5) business days prior to the Omnibus Hearing Date, with any replies thereto due no later than two (2) business days prior to the Omnibus Hearing Date; provided, however, the Debtors may propose to schedule matters on a date other than the next applicable Omnibus Hearing Date if the Debtors in good faith believe that the hearing on a particular matter may exceed one (1) hour.

22. In the event that a party files a motion or an application for relief at least ten (10) calendar days, but less than twenty (20) calendar days prior to the next regularly scheduled Omnibus Hearing Date, and provided that Bankruptcy Rule 2002 does not require a longer notice period, the matter may be set for hearing on the next regularly scheduled Omnibus Hearing Date and that the objection deadline shall be two (2) business days prior to the Omnibus Hearing Date, with any replies thereto due no later than the start of the omnibus hearing at which the matter will be heard; provided, however, the Debtors may propose to schedule matters on a date other than the next applicable Omnibus Hearing Date if the Debtors in good faith believe that the hearing on a particular matter may exceed one (1) hour.

23. In the event that a party files a motion or an application for relief less than ten (10) calendar days prior to the next regularly scheduled Omnibus Hearing Date and an expedited hearing is not otherwise granted by this Court, the matter shall be scheduled for the next regularly scheduled Omnibus Hearing Date that is more than twenty (20) calendar days from the date of the filing of the motion or application and the objection and reply deadlines shall be the same as those outlined in paragraph 21 above; provided, however, the Debtors may propose to schedule matters on a date other than the next applicable Omnibus Hearing Date if the Debtors in good faith believe that the hearing on a particular matter may exceed one (1) hour.

24. If any party violates the Notice Procedures detailed in this Order by, among other things, setting a hearing for a date and time other than an Omnibus Hearing Date without an order from this Court, or setting a hearing on the next regularly scheduled Omnibus Hearing Date without adequate notice, the Debtors shall forward a copy of this Order to such party within five (5) business day after such filing. If the notice is corrected at least twenty (20) calendar days prior to the next regularly scheduled Omnibus Hearing Date, then the hearing shall be scheduled on the next Omnibus Hearing Date. If the notice is corrected less than twenty (20) calendar days prior to the next regularly scheduled Omnibus Hearing Date, then the hearing with respect to such filing shall be scheduled on the next regularly scheduled Omnibus Hearing Date that is more than twenty (20) calendar days from the date of the filing of the corrected notice.

25. If no objections are timely filed, then the relief requested in any filing can be granted without a hearing.

26. All filings shall be filed in accordance with the Bankruptcy Rules and the Local Rules unless otherwise set forth herein.

(c) **Motions for Relief from the Automatic Stay**

27. Unless otherwise ordered by this Court, for good cause shown, where the filing is a motion for relief from the automatic stay pursuant to section 362(d) of the Bankruptcy Code (a “**Relief Motion**”), and where such motion is filed more than fourteen (14) calendar days prior to the next regularly scheduled Omnibus Hearing Date, the preliminary status hearing on such matter shall be scheduled on the next regularly scheduled Omnibus Hearing Date. The preliminary hearing for any Relief Motion that is filed less than fourteen (14) calendar days prior to the next regularly scheduled Omnibus Hearing Date shall be scheduled on the next regularly scheduled Omnibus Hearing Date that is more than fourteen (14) calendar days from the date of the filing of the Relief Motion. Except as specifically set forth herein, all other procedures for motions for Relief Motions shall otherwise conform to the Bankruptcy Rules and the Local Rules.

28. Notwithstanding section 362(e) of the Bankruptcy Code, by setting a Relief Motion on an Omnibus Hearing Date, the moving party is hereby deemed to have consented to the automatic stay remaining in full force and effect until the conclusion of the preliminary hearing. At the preliminary hearing, this Court may continue the automatic stay in full force and effect until a final hearing. Any party seeking relief from the automatic stay who does not so consent shall file and properly serve a motion for an expedited hearing.

**F. Evidentiary Hearings**

29. Pursuant to Bankruptcy Rule 9014 and in compliance with Local Rule 9014-1, in the event that an objection is made to a motion or an application for relief, the hearing on such motion or application shall be an evidentiary hearing at which witnesses may testify, unless the parties otherwise agree that any such hearing shall not be an evidentiary hearing and the Debtors’ Proposed Hearing Agenda provides as such.

30. Any party who intends to introduce evidence or witnesses with respect to a matter that is the subject of a timely filed and properly served objection shall identify with reasonable particularity its proposed evidentiary exhibits and witnesses in a written disclosure (each, a “**Disclosure**”), which shall be served only on the adverse party. With respect to the party that files a timely objection, such Disclosures shall be made the same date as the filing of the timely objection in accordance with paragraphs 21 through 23 above. Such Disclosures shall not be filed with this Court, unless otherwise directed by this Court.

31. Any party who filed a motion or an application for relief that is subject to an objection shall serve its Disclosure on the adverse party and any party that intends to introduce evidence or witnesses with respect to a motion or an application for relief that is not subject to an objection, or any other party in interest who intends to present evidence on an Omnibus Hearing Date shall serve its Disclosure on the Debtors as follows: (a) with respect to a filing that is served at least twenty (20) calendar days prior to the next regularly scheduled Omnibus Hearing Date, at least three (3) business days prior to the Omnibus Hearing Date on which the motion or the application will be heard; and (b) with respect to a filing that is served on at least ten (10) calendar days, but less than twenty (20) calendar days prior to the next regularly scheduled Omnibus Hearing Date, at least one (1) business day prior to the Omnibus Hearing Date on which the motion or the application for relief will be heard.

32. After consultation with each party who made a Disclosure, the Debtors shall indicate on the Proposed Hearing Agenda whether the matter shall be heard on the next regularly scheduled Omnibus Hearing Date or at a subsequently scheduled off-Omnibus Hearing Date to be set by this Court. Additionally, the Debtors shall describe the status of contested evidentiary hearings on the Proposed Hearing Agenda.

33. Further, upon reasonable request, the parties shall work together in good faith to provide copies to each other of all proposed evidentiary exhibits and make all witnesses available for deposition at the expense of the requesting party and within a time period to reasonably facilitate conducting the evidentiary hearing as scheduled.

34. Any party who fails to identify its evidentiary exhibits or witnesses as provided herein may be precluded from presenting such evidentiary exhibits or witnesses at the hearing on the matter.

35. Nothing contained herein shall preclude any party from presenting proffers in connection with uncontested matters or agreeing with an opposing party to present proffers in any contested matter or otherwise stipulating certain facts or documents into evidence.

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

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

38. 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, Ohio

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UNITED STATES BANKRUPTCY JUDGE