

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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**ORDER, PURSUANT TO SECTIONS 105(a), 363(b), 507(a)(4),
507(a)(5) AND 541(d) OF THE BANKRUPTCY CODE, (I) AUTHORIZING
THE DEBTORS TO PAY: (A) PREPETITION EMPLOYEE AND INDEPENDENT
CONTRACTOR WAGES, SALARIES AND RELATED ITEMS; (B) PREPETITION
EMPLOYEE AND INDEPENDENT CONTRACTOR BUSINESS EXPENSES;
(C) PREPETITION CONTRIBUTIONS TO AND BENEFITS UNDER EMPLOYEE
BENEFIT PLANS; (D) PREPETITION EMPLOYEE PAYROLL DEDUCTIONS
AND WITHHOLDINGS; (E) ADDITIONAL WORKFORCE COSTS; AND (F) ALL
COSTS AND EXPENSES INCIDENT TO THE FOREGOING PAYMENTS
AND CONTRIBUTIONS; AND (II) GRANTING CERTAIN RELATED RELIEF**

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 (i) authorizing them to pay: (a) prepetition employee and independent contractor wages, salaries and related items; (b) prepetition employee and independent contractor business expenses; (c) prepetition contributions to and benefit under employee benefit plans; (d) prepetition employee payroll deductions and withholdings; (e) additional workforce costs; and (f) all costs and expenses incident to the foregoing payments and contributions; and (ii) granting certain related relief; the Court having reviewed the Motion and having heard the statements of counsel in support of 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 Motion.

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, (iv) the payment of the Prepetition Compensation, Prepetition Business Expenses, Additional Workforce Costs, Deductions, Withholdings, Benefits and Prepetition Processing Costs on the terms and conditions described in the Motion is necessary and appropriate to prevent serious disruptions to the Debtors’ reorganization efforts, will serve to protect and preserve the Debtors’ estates for the benefit of all stakeholders and will facilitate the reorganization of the Debtors’ businesses, and (v) the legal and factual bases set forth in the Motion, the Mallak Affidavit, 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.
2. The Debtors are authorized, in accordance with their stated policies (as such policies may be modified from time to time) and in the Debtors' sole discretion, to pay: (a) Prepetition Compensation; (b) Prepetition Business Expenses; (c) Deductions; (d) Withholdings; and (e) Benefits that accrued but remained unpaid as of the Petition Date to or for the benefit of the Employees and Independent Contractors.
3. The Debtors are authorized, in the Debtors' sole discretion, to pay the Prepetition Processing Costs.
4. The Debtors are authorized, in the Debtors’ sole discretion, to pay the Additional Workforce Costs for the benefit of the Additional Workforce.

5. The Debtors' Banks and other financial institutions (collectively, the “**Banks**”) are authorized and directed, when requested by the Debtors in the Debtors’ sole discretion, to receive, process, honor and pay all checks presented for payment of, and to honor all funds transfer requests made by the Debtors related to Prepetition Compensation, Prepetition Business Expenses, Additional Workforce Costs, Deductions, Withholdings, Benefits and Prepetition Processing Costs, whether such checks were presented or funds transfer requests were submitted prior to or after the Petition Date, provided that funds are available in the Debtors’ accounts to cover such checks and funds transfers. The Banks are authorized to rely on the Debtors’ designation of any particular check or funds transfer as approved by this Order.

6. Nothing in the Motion or this Order, nor the Debtors’ payment of claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity of any claim against the Debtors; (b) a waiver of the Debtors' rights to dispute any claim on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim is a claim for Prepetition Compensation, Prepetition Business Expenses, Additional Workforce Costs, Benefits or Prepetition Processing Costs; or (e) a request to assume any executory contract or unexpired lease, pursuant to section 365 of the Bankruptcy Code.

7. Notwithstanding anything to the contrary, the terms of this Order shall be subject to the terms of the Interim DIP Order and any final order entered in connection therewith, together with all amendments, supplements and modifications made to such interim and final orders with WCFC's consent.

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

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

10. 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