

**EXHIBIT B**

PROPOSED ORDER

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

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

**ORDER, PURSUANT TO SECTIONS 105(a),  
363(b) AND 503(c)(3) OF THE BANKRUPTCY CODE,  
FOR ENTRY OF AN ORDER AUTHORIZING THEM TO ADOPT A  
PERFORMANCE BONUS PLAN AND MAKE PAYMENTS THEREUNDER**

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 105(a), 363(b) and 503(c)(3) of the Bankruptcy Code, authorizing the Debtors to adopt a Performance

<sup>1</sup> The Debtors are: 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.

Bonus Plan and make payments thereunder; 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 adoption of the Performance Bonus Plan on the terms and conditions set forth 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, will facilitate the reorganization of the Debtors’ businesses and is justified by the facts and circumstances of these Cases, 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 Performance Bonus Plan is approved in all respects.
3. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

5. 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.

###