

**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 105(a), 107(b) AND 1102(b)(3)(A)  
OF THE BANKRUPTCY CODE, CONFIRMING THAT THE CREDITORS'  
COMMITTEE IS NOT AUTHORIZED OR REQUIRED TO PROVIDE ACCESS  
TO (A) CONFIDENTIAL OR (B) PRIVILEGED INFORMATION OF THE DEBTORS**

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), 107(b) and 1102(b)(3)(A) of the Bankruptcy Code, confirming that the creditors’ committee is not authorized or required to provide access to (a) confidential or (b) privileged information of the Debtors; 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, 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

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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.

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. For the purposes of this Order, the term “**Confidential Information**” shall mean any nonpublic information of the Debtors, including, without limitation, information concerning the Debtors' assets, liabilities, business operations, proprietary information, pricing, projections, analyses, compilations, studies, and other documents prepared by the Debtors or their advisors or other agents, which is furnished, disclosed, or made known to the Creditors' Committee, whether intentionally or unintentionally and in any manner, including in written form, orally, or through any electronic, facsimile or computer-related communication. Confidential Information shall include (a) any notes, summaries, compilations, memoranda, or similar written materials disclosing or discussing Confidential Information; (b) any written Confidential Information that is discussed or presented orally; and (c) any other Confidential Information conveyed to the Creditors' Committee orally that the Debtors or their advisors or other agents advise the Creditors' Committee should be treated as confidential. Notwithstanding the foregoing, Confidential Information shall not include any information or portions of information that: (i) is or becomes generally available to the public or is or becomes available to the Creditors' Committee on a non-confidential basis, in each case to the extent that such information became so available other than by a violation of a contractual, legal, or fiduciary obligation to the Debtors; or (ii) was in the possession of the Creditors' Committee prior to its disclosure by the Debtors and is not subject to any other duty or obligation to maintain confidentiality.
3. For the purposes of this Order, the term “**Privileged Information**” shall mean any information subject to the attorney-client privilege or similar state, federal or other

jurisdictional law privilege, whether such privilege is solely controlled by an Official Committee or is a joint privilege with the debtor or some other party.

4. The Creditors' Committee (whether operating through its members, advisors or other agents) is not authorized or required, pursuant to section 1102(b)(3)(A) of the Bankruptcy Code, to provide access to any Confidential Information of the Debtors to any creditor it represents who is not a member of the committee.

5. The Creditors' Committee (whether operating through its members, advisors or other agents) is not authorized or required, pursuant to section 1102(b)(3)(A) of the Bankruptcy Code, to provide access to any Privileged Information to any creditor it represents who is not a member of the committee. Nonetheless, the Creditors' Committee shall be permitted, but not required, to provide access to Privileged Information to any party provided that (a) such Privileged Information is not Confidential Information and (b) the relevant privilege is held and controlled solely by the Creditors' Committee.

6. Nothing in this Order shall expand, restrict, affirm or deny the right or obligation, if any, of the Creditors' Committee to provide access, or not to provide access, to any information of the Debtors to any party except as explicitly provided herein.

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

8. 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.

9. 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

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UNITED STATES BANKRUPTCY JUDGE