

EXHIBIT B

PROPOSED INTERIM ORDER

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

----- x
In re: :
 : Case No. 06-61796
CEP HOLDINGS, LLC, et al.,¹ : (Jointly Administered)
 :
Debtors. : Chapter 11
 :
 : Honorable Russ Kendig
----- x

**INTERIM ORDER, PURSUANT TO SECTIONS 327(a) AND
328(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2014(a),
APPROVING EMPLOYMENT AND RETENTION OF BAKER & HOSTETLER, LLP
AS GENERAL BANKRUPTCY COUNSEL EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “**Application**”)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, pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Bankruptcy Rule 2014-1 authorizing the employment and retention of Baker & Hostetler, LLP as general bankruptcy counsel effective as of the Petition Date; the Court having reviewed the Application 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 Hutchinson Declaration; 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 Application was sufficient under the circumstances, (iv) Baker represents no interest adverse to

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

² All Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

the Debtors' estates, (v) Baker is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, (vi) the employment of Baker is necessary and in the best interests of the Debtors and their estates, and (vii) the legal and factual bases set forth in the Application, the Mallak Affidavit, the Hutchinson Declaration, and at the Hearing establish just cause for the relief granted herein; and this Court having determined that granting the relief requested in the Application 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 Application is GRANTED, effective as of the Petition Date on an interim basis, to the extent provided herein and subject to a separate and final order.

2. The Debtors shall be, and hereby are, authorized to retain and employ Baker as their general bankruptcy counsel in these Cases, pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, under the general retainer as described in the Application.

3. Baker shall be, and hereby is, authorized to perform any and all legal services for the Debtors that are necessary or appropriate in connection with these Cases, including those services described in the Application.

4. Baker's employment and retention shall be effective as of the Petition Date.

5. Baker shall be compensated for such services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and applicable orders of this Court.

6. The final hearing on the Application shall take place on September __, 2006, at __: __ .m. (prevailing Eastern Time), and pursuant to Bankruptcy Rule 4001(b), service of this Interim Order, along with the proposed final order, shall constitute adequate notice of said hearing, if served on or before close of business on September __, 2006.

7. Any party wishing to object to the relief granted herein being granted on a permanent basis shall file such objection with the Court, together with proof of service thereof, and served upon: (a) Debtors' counsel, Baker & Hostetler LLP, 3200 National City Center, 1900 East 9th Street, Cleveland, OH 44114-3485, Attention: Joseph F. Hutchinson, Jr.; (b) counsel for any committee appointed in these cases; and (c) the Office of the United States Trustee for the Northern District of Ohio, Howard M. Metzenbaum U.S. Courthouse, 201 Superior Ave., East - Suite 441, Cleveland, Ohio 44114, so as to be received no later than [____], 2006 at 4:00 p.m. (prevailing Eastern Time).

8. Any objection to the relief granted herein on a permanent basis must be filed with this Court in accordance with (a) Local Bankruptcy Rule 9037-1, (b) Court's General Order (Provisions For Electronic Case Filing), (c) General Order No. 02-2, dated September 6, 2002, and (d) sections II (A) and (B) of the Electronic Case Filing (ECF) Administrative Procedures Manual – Administrative Procedures for Filing, Signing, Maintaining, and Verifying, and Serving Pleadings and Papers in the ECF System.

9. If no objection is received by the date and time set forth above, then the Court may enter a final order approving the Debtors' employment and retention of Baker.

10. The Court shall retain jurisdiction over any matters arising from or relating to the implementation and interpretation of this Order.

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

12. 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