

EXHIBIT B

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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**INTERIM ORDER PURSUANT TO 28 U.S.C. §156(c) AND FEDERAL
RULE OF BANKRUPTCY PROCEDURE 2002 AUTHORIZING DEBTORS TO
EMPLOY BMC GROUP, INC. AS CLAIMS, NOTICING AND BALLOTING AGENT**

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 appointing BMC Group, Inc. (“**BMC**”) as claims, noticing, and balloting agent; 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 Feil 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, and (iv) the legal and factual bases set forth in the Application, the Mallak Affidavit, the Feil 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

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 Application.

creditors; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED on an interim basis to the extent provided herein.
2. The Debtors are authorized to retain BMC to perform the noticing and other services set forth in the Application and the Engagement Letter attached to the BMC Affidavit as **Exhibit 1**. BMC is authorized to receive, maintain, record and otherwise administer the proofs of claim filed in these Cases and such other administrative matters as may be necessary or appropriate, including, without limitation, services at the Debtors' request as balloting agent under any plan of reorganization filed in these Cases.
3. BMC is appointed as Agent for the clerk of the Court (the "**Clerk**") and custodian of court records and, as such, is designed as the authorized recipient and repository for all proofs of claim filed in these Cases and is authorized and directed to maintain the official claims register for the Debtors and to provide the Clerk with a certified duplicate as directed.
4. BMC shall timely respond to all reasonable requests for information or documents in its possession propounded by the Clerk, the Debtors or any official committee appointed in these Cases.
5. The Debtors are authorized to compensate BMC on a monthly basis, in accordance with the Engagement Letter between the parties, upon the receipt of reasonably detailed invoices setting forth the services provided by BMC in the prior month and the rates charged for each, and to reimburse BMC for all reasonable and necessary expenses it may incur upon the presentation of appropriate documentation.
6. Upon request of the Clerk or conversion of these cases to one under chapter 7 of the Bankruptcy Code, BMC shall generate a creditor matrix in computer readable format in accordance with the Local Rules and deliver the same to the Clerk.

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, Joseph F. Hutchins, Jr. at jhutchinson@bakerlaw.com and Thomas M. Wearsch at twearsch@bakerlaw.com; (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) Rule 9037-1 of the Local Rules of Bankruptcy Procedure of the United States Bankruptcy Court for the Northern District of Ohio (the "**Local Rules**"), (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. In the event an objection is timely served and filed in accordance with this Order, there shall be a hearing held on [____], 2006 at :__.m. (prevailing Eastern Time) to consider such objection, and pending entry of an order following the conclusion of said hearing, the relief granted herein shall remain in effect on an interim basis.

10. If no objection to the relief granted herein on a permanent basis is timely served and filed in accordance with this Order, this Order shall be deemed a final order without further notice or hearing and the Application shall be granted in its entirety, and the relief requested in the Application shall be made effective permanently *nunc pro tunc* to the Petition Date.

11. The requirement pursuant to Local 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.

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

Dated: September __, 2006
Canton, OH

UNITED STATES BANKRUPTCY JUDGE