

EXHIBIT B

PROPOSED ORDER

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

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

**ORDER, PURSUANT TO SECTION 365(d)(4) OF THE BANKRUPTCY CODE,
EXTENDING THE TIME WITHIN WHICH THE DEBTORS MUST ASSUME
OR REJECT UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY**

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, pursuant to section 365(d)(4) of the Bankruptcy Code, extending their time to assume or reject unexpired leases of nonresidential

¹ The Debtors are: 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.

real property; 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) cause has been established under section 365(d)(4)(B)(i) of the Bankruptcy Code to justify a 90-day extension of time in which the Debtors must assume or reject the Unexpired Leases, 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. Pursuant to section 365(d)(4) of the Bankruptcy Code, the time period within which the Debtors must assume or reject each of the Unexpired Leases listed on Exhibit A of the Motion is extended by 90 days, through and including April 18, 2007, without prejudice to the Debtors’ right to seek further extensions upon consent of the affected Lessors.
3. Any unexpired lease of nonresidential real property (a) that is not listed on Exhibit A of the Motion and (b) that has not been assumed, assumed and assigned or rejected pursuant to another order of this Court, is hereby deemed rejected under section 365(d)(4)(A) of the Bankruptcy Code effective as of January 18, 2007.
4. This Order is without prejudice to the Debtors right to argue that certain of the Unexpired Leases constitute financing transactions rather than leases. The Debtors have not

acknowledged that any agreement on the Unexpired Lease Schedule is, in fact, an unexpired lease subject to section 365(d)(4) of the Bankruptcy Code.

5. This Order is without prejudice to (a) the right of any Lessor to seek an order requiring the Debtors to elect to assume or reject a particular Unexpired Lease prior to April 18, 2007 or (b) the Debtors' right to oppose any such relief.

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

7. 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.

###