

EXHIBIT B

DECLARATION

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

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In re: : Case No. 06-51848
: (Jointly Administered)
CEP HOLDINGS, LLC, et al.,¹ :
: Chapter 11
Debtors. :
: Honorable Marilyn Shea-Stonum
: :
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**DECLARATION OF W. BURKE WATSON, JR. IN SUPPORT
OF THE APPLICATION OF DEBTORS AND DEBTORS IN
POSSESSION, PURSUANT TO SECTIONS 327(a), 328 AND 330
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 6005, FOR
ENTRY OF AN ORDER AUTHORIZING THEM TO EMPLOY W. BURKE
WATSON, JR. AS APPRAISER, EFFECTIVE AS OF JANUARY 25, 2007**

W. Burke Watson, Jr. hereby declares under penalty of perjury:

1. I am W. Burke Watson, Jr. of Real Estate Sales and Appraisals (“**Watson**”), which maintains an office at 772 West Liberty Street, Sumter, South Carolina. I submit this declaration (the “**Declaration**”) in support of the *Application of Debtors and Debtors in Possession, Pursuant to Sections 327(a), 328 and 330 of the Bankruptcy Code and Bankruptcy Rule 6005, for Entry of an Order Authorizing Them to Employ W. Burke Watson, Jr. as Appraiser, Effective as of January 25, 2007* (the “**Application**”),² filed contemporaneously herewith by the Debtors. Except as otherwise indicated, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.

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 Application.

QUALIFICATIONS

2. I am a State Certified General Appraiser in the State of South Carolina, and have over twenty seven years of experience appraising residential, commercial and farm properties. I am an associate member of the Appraisal Institute and a former President of the Sumter Board of Realtors. I believe that I am well qualified and equipped to provide appraisal services to the Debtors regarding the valuation of the Property.

SERVICES AND FEE

3. I am willing to prepare an appraisal of the Property pursuant to the terms and conditions of the Engagement Agreement. My appraisal will be performed and reported in accordance with all federal and state licensing certification regulations. My fee for the appraisal will not exceed \$3,500.00, and will be payable within 30 days of receipt of the final appraisal, subject to the approval of this Court.

DISINTERESTEDNESS

4. To the best of my knowledge, information and belief, I do not hold or represent any interest adverse to the Debtors' estates and am a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

5. To the best of my knowledge, information and belief, my employees do not have any connection with the Debtors or their affiliates, their creditors, their estates, any United States District Judge or United States Bankruptcy Judge for the Northern District of Ohio, the United States Trustee or any person employed in the office of the United States Trustee for Region 9, or any other party in interest, or their respective attorneys and accountants.

6. To the best of my knowledge, information and belief, I am not a creditor, an equity security holder or an insider of the Debtors.

7. To the best of my knowledge, information and belief, none of my employees is or was within two years before the Petition Date, a director, officer, or employee of the Debtors.

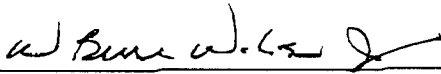
8. To the best of my knowledge, information and belief, I do not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

COMPENSATION

9. Other than as set forth herein, in the Application or in the Engagement Agreement, no arrangement is proposed between me and the Debtors for compensation to be paid in these Cases.

To the best of my knowledge and belief, I declare that the foregoing is true and correct under penalty of perjury as provided for by 28 U.S.C. § 1746.

Date: January 29, 2007



W. Burke Watson, Jr.