

EXHIBIT B

PROPOSED ORDER

**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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**ORDER, PURSUANT TO SECTIONS 105(a) AND
365 OF THE BANKRUPTCY CODE AND BANKRUPTCY
RULE 6006, AUTHORIZING DEBTORS TO REJECT CERTAIN
UNEXPIRED REAL PROPERTY LEASES FOR PROPERTY IN CANTON,
OHIO AND BELLEVILLE, MICHIGAN, EFFECTIVE AS OF JANUARY 31, 2007**

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 sections 105(a) and

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.

365 of the Bankruptcy Code and Bankruptcy Rule 6006, authorizing the Debtors to reject the Canton Lease and the Belleville Lease (together, the “**Leases**”); 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) the rejection of the Leases is in the best interest of the Debtors’ estates and a business purpose exists for the relief granted herein, 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. The Debtors are authorized, pursuant to sections 105(a) and 365 of the Bankruptcy Code, to reject the Leases identified on Exhibit A to the Motion, effective as of January 31, 2007.
3. The Debtors and the Committee have the right to object to any claims that may be asserted by the Lessor under sections 365 and 502 of the Bankruptcy Code or otherwise.
4. Notwithstanding the Rejection Bar Date established by the Bar Date Order, the Lessor shall have 30 days from the entry of this Order in which to file a proof of claim, if any, for claims arising out of the rejection of the Leases.

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

IT IS SO ORDERED.

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