

**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.,<sup>1</sup> :  
: Chapter 11  
Debtors. :  
: Honorable Marilyn Shea-Stonum  
: :  
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**ORDER, PURSUANT TO SECTION 365 OF THE BANKRUPTCY CODE AND  
BANKRUPTCY RULE 6006, AUTHORIZING THE DEBTORS TO REJECT CERTAIN  
EXECUTORY CONTRACTS AND UNEXPIRED LEASES AS OF MARCH 31, 2007**

Upon the motion (the “**Motion**”)<sup>2</sup> 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 of the Bankruptcy Code and Bankruptcy Rule 6006, authorizing the Debtors to reject certain executory

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<sup>1</sup> The Debtors are: CEP Holdings, LLC, Creative Engineered Polymer Products, LLC and Thermoplastics Acquisition, LLC.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Motion.

contracts and unexpired 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 Agreements 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 section 365 of the Bankruptcy Code, to reject the Agreements identified on **Schedule 1** to this Order effective as of March 31, 2007.
3. The Contracting Parties shall have until April 30, 2007 to file a proof of claim, if any, for claims arising out of the rejection of the Agreements.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.
5. 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.

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**SCHEDULE 1**

<b><u>Location of Equipment / Place of Contract</u></b>	<b><u>Description of Agreements</u></b>	<b><u>Contracting Party Name &amp; Address</u></b>
Fairlawn, OH	Equipment Lease — Mail and Printer Lease — dated as of February 15, 2006	Neopost Leasing 30955 Huntwood Avenue Hayward, CA 94544
Fairlawn, OH	Equipment Lease — Ricoh Aficio 2060SP Digital Copier System — dated as of November 30, 2005	ACE/American Copy Equipment 6599 Granger Road Cleveland, OH 44131
Bishopville, SC	Equipment Lease — 1 Konica Minolta 2510s — dated as of August 24, 2005	Pro-Copy Leasing 4720 Glendale Milford Road Cincinnati, OH 45242
Bishopville, SC	Equipment Lease — Telephone Equipment Maintenance Agreement — dated as of May 10, 1999	FTC Business Solutions 631 N. Pike West PO Box 1823 Sumter, SC 29150
Crestline, OH	Commercial Sales Agreement dated as of May 13, 2002	ADT Security Services, Inc. 5590 Lauby Rd N. Canton, OH 44720
Crestline, OH	Master Lease Agreement dated as of August 28, 1998 and Lease Schedule 1000108960 — HPM Injection Molding Machines	Chase Equipment Leasing Inc. 1111 Polaris Pkwy, Suite A3 Columbus, OH 43240
LaPeer, MI	Equipment Lease — 3 Forklifts Serial Numbers 7FGU18-62876, 7FGU18-62892, 7FGU18-62899 — dated as of November 25, 2002	Toyota Motor Credit Corporation PO Box 3457 Torrance, CA 90510-3467
LaPeer, MI	Supplemental Equipment Order to Commercial Lease Agreement dated as of March 11, 2003	Toyota Motor Credit Corporation PO Box 3457 Torrance, CA 90510-3467

Middlefield, OH	Equipment Lease — Equipment Model and Accessories No. 428spf, LCT and SR960 — dated as of March 7, 2006	MT Business Technologies, Inc. 8200 Pleasant Valley Road Independence, OH 44131
Middlefield, OH	Equipment Lease — 3 Forklifts Serial Numbers 7FBEU15-15101, 7FBEU15-15102, 7FBEU15-15110 — dated as of June 16, 2006	Toyota Motor Credit Corporation PO Box 3457 Torrance, CA 90510-3467
Middlefield, OH	Equipment Lease — Mailing System for 15332 Old State Rd., Middlefield, OH 44062 — dated as of January 1, 2005	Pitney Bowes Credit Corporation P.O. Box 856460 Louisville, KY 40285-6460
Vandalia, OH	Equipment Lease — Canon IRC3200 Color Copier/Printer — dated as of January 8, 2004	General Electric Capital Corporation 1010 Thomas Edison Blvd SW Cedar Rapids, IA 62404
Vandalia, OH	Equipment Lease — 3 Konica-Minolta 2510s — dated as of August 24, 2005	Pro-Copy Leasing 4720 Glendale Milford Road Cincinnati, OH 45242