

Exhibit B

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

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

To All Parties In Interest:

PLEASE READ THIS NOTICE. YOUR RIGHTS MAY BE AFFECTED.

On October __, 2006, the United States Bankruptcy Court for the Northern District of Ohio ("Court") entered that certain Final Order Authorizing Debtors To: (A) Use Cash Collateral; (B) Incur Postpetition Debt; (C) Grant Adequate Protection And Provide Security And Other Relief To Wachovia Capital Finance Corporation (Central); And (D) Grant Certain Related Relief in the above-captioned case ("Final Financing Order"). A complete copy of the Final Financing Order is available without charge at www.bmcgroup.com/CEP, or by mail from counsel for the above-captioned debtors-in-possession (collectively, "Debtors"), who can be reached by calling Thomas Wearsch of Baker & Hostetler LLP at (216) 621-0200.

Pursuant the Final Financing Order, the Debtors, the Official Committee of Unsecured Creditors ("Committee") and certain other parties agreed to certain stipulations and releases with respect to the prepetition liens and claims of Wachovia Capital Finance Corporation (Central) ("Lender") against Debtors, and certain claims and causes of action of Debtors and their estates against Lender, and General Motors, Delphi Automotive Systems, LLC and Visteon Corporation (collectively, the "Participating Customers"). Specifically, such stipulations and releases state as follows:

(Paragraph I) "Debtors have stipulated and represented to the Court that: (1) the Prepetition Documents evidence and govern the Prepetition Debt, the Prepetition Liens and the prepetition financing relationship between Debtors and Lender; (2) as of the Petition Date, Debtors are liable for payment of the Prepetition Debt, and the Prepetition Debt shall be an allowed claim in an amount not less than \$29,330,000 in the aggregate (consisting of \$24,650,000 under the CEP Loan Agreement, including \$2,900,000 in customer subordinated participations pursuant to the Participating Customer Participation Agreements, \$4,250,000 under the Thermoplastics Loan Agreement, and \$430,000 of early

¹ The Debtors include: CEP Holdings, LLC, Creative Engineered Polymer Products, LLC and Thermoplastics Acquisition, LLC.

termination fees also due under the Loan Agreements); (3) the Prepetition Debt constitutes the legal, valid and binding obligation of Debtors, enforceable in accordance with the terms of the Prepetition Documents; (4) no offsets, defenses or counterclaims to the Prepetition Debt exist, and no portion of the Prepetition Debt is subject to avoidance or subordination pursuant to the Code or applicable nonbankruptcy law; (5) the Prepetition Liens, among other things, secure payment of all of the Prepetition Debt, other than \$600,000 of Prepetition Debt (consisting of subordinated participations purchased prepetition by Delphi and Visteon) that shall be allowed as a prepetition unsecured claim of Lender pursuant to this Order; and (6) the Prepetition Liens are First Priority Liens, subject to Permitted Liens.

(Paragraph 8(b)) Priority of Prepetition Liens/Allowance of Lender's Prepetition Claim. Upon entry of this Order, subject only to the terms of Paragraph 12(a) below: (1) the Prepetition Liens shall constitute First Priority Liens, subject only to the Postpetition Liens and the Permitted Liens; (2) the Prepetition Debt constitutes the legal, valid and binding obligation of Debtors, enforceable in accordance with the terms of the Prepetition Documents; (3) no offsets, defenses or counterclaims to the Prepetition Debt exist, and no portion of the Prepetition Debt is subject to avoidance or subordination pursuant to the Code or applicable nonbankruptcy law; (4) Lender's claim with respect to the Prepetition Debt as of the Petition Date shall for all purposes constitute an allowed secured claim within the meaning of Code § 506 in an amount not less than \$29,330,000 in the aggregate; and (5) Debtors, their respective estates, CEP Mexico and the Committee, hereby release, discharge, and acquit Lender, each of the Participating Customers and their respective officers, directors, principals, attorneys, predecessors in interest, and successors and assigns of and from any and all claims, demands, liabilities, responsibilities, disputes, remedies, causes of action, indebtedness, and obligations, of every type, which occurred on or prior to the date of the entry of this Order (including, without limitation, any and all derivative or direct claims or causes of action against Lender in respect of the extent, validity or priority of the Prepetition Documents, Prepetition Debt or Prepetition Liens, any state and federal fraudulent conveyance, fraudulent transfer, preference, deepening insolvency and other similar causes of action, and any causes of action of these estates arising under any section of Chapter 5 of the Code); provided, however:

(1) nothing in this Order (including, without limitation, the terms of this Paragraph 8(b)) or any of the Postpetition Documents shall be deemed to waive, release or otherwise reduce in any way any and all existing or hereafter arising accounts receivable or any other rights of payment due from the Participating Customers under the Emergency Order, this Order, the Access and Security Agreement, the Customer Agreement or on account of any goods sold to the Participating Customers;

(2) nothing in this Order (including, without limitation, the terms of this Paragraph 8(b)) or any of the Postpetition Documents shall be

deemed to waive release any claims or causes of action of Debtors, their estates or the Committee on account of any acts or omissions of Lender transpiring from and after the date of this Order; and

(3) nothing in this Order (including, without limitation, the terms of this Paragraph 8(b)) or any of the Postpetition Documents shall be deemed to modify or affect the terms of Paragraph 16 below with respect to Debtors', Lender's, the Committee's and other parties' rights in respect of assets located in Mexico owned by Debtors or CEP Mexico.

Pursuant to Paragraph 12(a) of the Final Financing Order, the foregoing provisions of the Final Financing Order shall be binding on you, without further notice or opportunity for hearing, unless you file an objection with the Court on or before November 27, 2006, in accordance with Paragraph 12(a) of the Final Financing Order, which specifically provides:

Stipulations and Findings. Effective upon entry of this Order, the stipulations, representations, and findings of this Order (including, without limitation, Paragraphs I and J), and the relief granted by and release contained in Paragraph 8(b) of this Order, shall be binding on Debtors, the Participating Customers, the Assisting Customers, the Committee and all members of the Committee, and all of advisors, agents, professionals, other representatives, successors and assigns of any of the foregoing). The stipulations, representations, and findings in Paragraph I of this Order, and the relief granted by and release contained in Paragraph 8(b) of this Order, shall be binding on all other parties in interest in the Case (and their respective successors and assigns) who do not file an objection to such stipulations, representations and findings, relief and release within thirty (30) days of the date of this Order. Immediately upon entry of this Order, Debtors shall serve separate notice of the terms of Paragraphs I, 8(b) and 12(a) of this Order to all parties in interest in the form attached hereto as Exhibit E.

This notice constitutes Exhibit E to the Final Financing Order.

You may wish to seek legal advice regarding the matters described herein or otherwise in connection with Debtors' bankruptcy cases. You are responsible for taking any action you determine is appropriate in response to this notice and the matters described herein.

Dated: October 27, 2006

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

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

AFFIDAVIT OF SERVICE

I, James H. Myers, state as follows:

1. I am over eighteen years of age and I believe the statements contained herein are true based on my personal knowledge. I am employed by BMC Group, Inc., the Notice, Claims and Balloting Agent for the Debtors and Debtors-in-Possession in the above-captioned cases, whose business address is 1330 East Franklin Avenue, El Segundo, California 90245.

2. At the direction of Baker & Hostetler LLP, Counsel for the Debtors and Debtors-in-Possession, copies of the documents attached hereto and identified below by exhibit number were sent to those persons listed on the Service Lists attached hereto as Exhibits "A" and "B" at the addresses shown thereon and via the modes of service indicated thereon, on the 30th day of October, 2006:

**Exhibit "1" NOTICE OF FILING [Re: Statement of Financial Affairs—
Docket No. 193 and Schedules—Docket No. 194]**

¹ The Debtors include: CEP Holdings, LLC, Creative Engineered Polymer Products, LLC and Thermoplastics Acquisition, LLC.

Exhibit "2" NOTICE TO ALL PARTIES IN INTEREST [Re: Final Order Authorizing Debtors to: (A) Use Cash Collateral; (B) Incur Postpetition Debt; (C) Grant Adequate Protection and Provide Security and Other Relief to Wachovia Capital Finance Corporation (Central); and (D) Grant Certain Related Relief in the above-captioned case—Docket No. 192]

Exhibit "A" Service List regarding Exhibits "1" and "2"

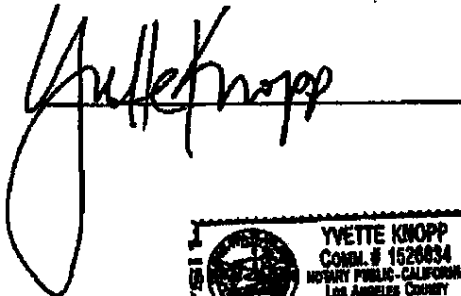
Exhibit "B" Service List regarding Exhibit "2"

DATED: October 31, 2006
El Segundo, California


James H. Myers

State of California)
) ss
County of Los Angeles)

Personally appeared before me on October 31, 2006, James H. Myers, an individual, known to me to be the person who executed the foregoing instrument and acknowledged the same.





for CEP HOLDINGS, LLC, et al.

Total number of parties: 5636

Exhibit A - CEP Holdings

Svc Lot	Name and Address of Served Party	Mode of Service
21934	AARON M SILVER ESQ, HONIGMAN MILLER SCHWARTZ & COHN, (TRANSFEROR: GENERAL MOTORS CORP), ASILVER@HONIGMAN.COM	E-mail
21934	ALAN P RUGH, LANXESS CORP, (TRANSFEROR: COMMITTEE OF UNSECURED CREDITORS), ALAN.RUGH@LANXESS.COM	E-mail
21934	ALAN P SOLOW, GOLDBERG KOHN, (TRANSFEROR: WACHOVIA CAPITAL FINANCE CORP), ALAN.SOLOW@GOLDBERGMCOHN.COM	E-mail
21935	ANDREW L TURSCAK, JR, THOMPSON HINE LLP, (TRANSFEROR: FORD MOTOR COMPANY), 3900 KEY CENTER, 127 PUBLIC SQUARE, CLEVELAND, OH, 44114-1216	US Mail (1st Class)
21934	BEVERLY H SHIDELER, (TRANSFEROR: IBM CORP), BSHIDE@US.IBM.COM	E-mail
21934	BOB STOUGH, WASHINGTON PENN PLASTIC CO INC, (TRANSFEROR: OAKBROOK TERRACE), STOUGH@WASHPENN.COM	E-mail
21934	BRUCE D TOBIANSKY, DUPONT, (TRANSFEROR: COMMITTEE OF UNSECURED CREDITORS), BRUCE.D.TOBIANSKY@USA.DUPONT.COM	E-mail
21934	CARRIE M BROSIUS, VORYS SATER SEYMOUR AND PEASE LLP, (TRANSFEROR: CARLISLE ENGINEERED PRODUCTS INC), CMBROSIUS@VSSP.COM	E-mail
21934	DAVID M FUSCO, SCHWARZWALD & MCNAIR LLP, (TRANSFEROR: UNITED STEEL PAPER FORESTRY ET AL), DFUSCO@SMCMLAW.COM	E-mail
21934	DAVID M NEUMANN, BENESCH FRIEDLANDER COPLAN, (TRANSFEROR: WACHOVIA CAPITAL FINANCE CORP), DNEUMANN@BFCA.COM	E-mail
21934	DONALD F BATY JR ESQ, HONIGMAN MILLER SCHWARTZ & COHN LLP, (TRANSFEROR: GENERAL MOTORS CORP), DBATY@HONIGMAN.COM	E-mail
21934	DOREEN WILSON-BAILEY, RHODIA, (TRANSFEROR: COMMITTEE OF UNSECURED CREDITORS), DOREEN.WILSON-BAILEY@US.RHODIA.COM	E-mail
21934	DREW T PAROBK ESQ, VORYS SATER SEYMOUR AND PEASE LLP, (TRANSFEROR: CARLISLE ENGINEERED PRODUCTS INC), DTPAROBK@VSSP.COM	E-mail
21934	E TODD SABLE ESQ, HONIGMAN MILLER SCHWARTZ & COHN LLP, (TRANSFEROR: VALEO INC & VALEO ELECTRICAL SYS), TSABLE@HONIGMAN.COM	E-mail
21934	ELIZABETH WAMBSGAND, MCDONALD HOPKINS CO, LPA, (TRANSFEROR: DEBTOR/DEBTOR IN POSSESSION), EWAMBSGANS@MCDONALDHOPKINS.COM	E-mail
21934	ERIC T RAY, BALCH & BINGHAM LLP, (TRANSFEROR: ALABAMA POWER CO), ERAY@BALCH.COM	E-mail
21934	GILBERT B WEISMAN, BECKET AND LEE LLP, (TRANSFEROR: AMERICAN EXPRESS TRAVEL), NOTICES@BECKET-LEE.COM	E-mail
21934	JAMES A FLEMMONS, DICKINSON WRIGHT PLLC, (TRANSFEROR: DAIMLERCHRYSLER CORP), JPLEMMONS@DICKINSONWRIGHT.COM	E-mail
21934	JEAN R ROBERTSON, MCDONALD HOPKINS CO LPA, (TRANSFEROR: DEBTOR/DEBTOR IN POSSESSION), JROBERTSON@MCDONALDHOPKINS.COM	E-mail
21934	JEFFREY C TOOLE, BUCKLEY KING LPA, (TRANSFEROR: CHASE EQUIPMENT LEASING INC), TOOLE@BUCKLEYKING.COM	E-mail
21935	JENNIFER A LESNY FLEMING, THOMPSON HINE LLP, (TRANSFEROR: FORD MOTOR COMPANY), 3900 KEY CENTER, 127 PUBLIC SQUARE, CLEVELAND, OH, 44114-1216	US Mail (1st Class)
21934	JEREMY M DOWNS, GOLDBERG KOHN, (TRANSFEROR: WACHOVIA (SECURED LENDERS)), JEREMY.DOWNS@GOLDBERGMCOHN.COM	E-mail
21934	JOHN J HUNTER JR, HUNTER & SCHANK CO LPA, (TRANSFEROR: FAURECIA AUTOMOTIVE SEATING), JRHUNTER@HUNTERSCHANK.COM	E-mail
21934	JOSEPH F HUTCHINSON, JR, BAKER & HOSTETLER LLP, JHUTCHINSON@BAKERLAW.COM	E-mail
21934	JOSEPH MALLAK, PRES, CEP HOLDINGS, LLC, JMALLAK@CEPPROD.COM	E-mail
21934	KATHY MCDONALD, EXCEL POLYMERS LLC, (TRANSFEROR: COMMITTEE OF UNSECURED CREDITORS), KATHY.MCDONALD@EXCEL-POLYMERS.COM	E-mail
21934	KIMBERLY A COLEMAN ESQ, LEECH TISHMAN FUSCALDO & LAMPL, (TRANSFEROR: WASHINGTON PENN PLASTIC CO), KCOLEMAN@LEECHTISHMAN.COM	E-mail
21934	KRISTI A KATZMA, DICKINSON WRIGHT PLLC, (TRANSFEROR: VISTEON CORP), KKATZMA@DICKINSONWRIGHT.COM	E-mail

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Exhibit B - CEP Holdings

Svc Lst	Name and Address of Served Party	Mode of Service
21936	W.S. SERVICES, 10179 COLONIAL INDUSTRIAL, SOUTH LYON, MI, 48178	US Mail (1st Class)
21936	W.T. LIVINGSTON TIRE COMPANY, 15150 KINSMAN ROAD, MIDDLEFIELD, OH, 44062	US Mail (1st Class)
21936	W.W. GRAINGER, 100 GRAINGER PKWY., LAKE FOREST, IL, 60045	US Mail (1st Class)
21936	W.W. GRAINGER, INC., DEPT 825120991, PALATINE, IL, 60038-0001	US Mail (1st Class)
21936	W.W. GRAINGER, INC., DEPT 828031228, PALATINE, IL, 60038-0001	US Mail (1st Class)
21936	W.W. SCHAUB ELECTRIC CO., 501 APPLGROVE ROAD NW, NORTH CANTON, OH, 44720	US Mail (1st Class)
21936	WA BASEBALL ORGANIZATION, PO BOX 196, WEST ALEXANDRIA, OH, 45381	US Mail (1st Class)
21936	WACHOVIA - NJ/NY/PA, COMMERCIAL BILLING DEPARTMENT, PO BOX 601013, CHARLOTTE, NC, 28260	US Mail (1st Class)
21936	WACHOVIA CAPITAL FINANCE CORPORATION (CENTRAL), 150 SOUTH WACKER DRIVE, SUITE 2200, CHICAGO, IL, 60606	US Mail (1st Class)
21936	WACHS ELECTRIC SERVICE INC., PO BOX 885, 15550 MAIN MARKET RD., PARKMAN, OH, 44080	US Mail (1st Class)
21936	WACKER SILICONES CORP., 3301 SUTTON RD, ADRIAN, MI, 49221	US Mail (1st Class)
21936	WAGONER STORES INC., 324 UNION BLVD., ENGLEWOOD, OH, 45322	US Mail (1st Class)
21936	WAINWRIGHT INDUSTRIES, 17 CERMAK BLVD, SAINT PETERS, MO, 63376-1019	US Mail (1st Class)
21936	WALBRO, INC., 2988 ANGLE ROAD, ORCHARD PARK, NY, 14127	US Mail (1st Class)
21936	WALCO CORPORATION, 1851 EAST SUTTER RD, PO BOX 9, GLENSHAW, PA, 15116	US Mail (1st Class)
21936	WALDAMEER PARK, 220 PENINSULA DR, ERIE, PA, 16505-2036	US Mail (1st Class)
21936	WALKER PATTERN & MOLD INC., 14485 HWY 43 NORTH, NORTHPORT, AL, 35475	US Mail (1st Class)
21936	WALL STREET JOURNAL, 200 LIBERTY ST, NEW YORK, NY, 10281-1003	US Mail (1st Class)
21936	WALLACE, PO BOX 905046, CHARLOTTE, NC, 28290-5046	US Mail (1st Class)
21936	WALLSTABE & SCHNEIDER GMBH, DICHTUNGSTECHNIK, POSTFACH 1163, BOGEN, 94322GERMANY	US Mail (1st Class)
21936	WAL-MART STORES, INC., ADDRESS UNAVAILABLE,	US Mail (1st Class)
21936	WALMART, 359 LEXINGTON SPRINGMILL, MANSFIELD, OH, 44908	US Mail (1st Class)
21936	WALMART, 555 E GENESEE STREET, LAPEER, MI, 48446	US Mail (1st Class)
21936	WALMEAD, 7400 ALUMAX DR., TEXARKANA, TX, 75501-8694	US Mail (1st Class)
21936	WALTON/STOUT INC., 8863 CHAPMAN ROAD, LITHONIA, GA, 30058	US Mail (1st Class)
21936	WARD DISTRIBUTION, LLC, PO BOX 1764, ASHTABULA, OH, 44005	US Mail (1st Class)
21936	WARD TRUCKING, 2ND AVE. AND 7TH ST., GREENWOOD RD., ALTOONA, PA, 16802	US Mail (1st Class)
21936	WARD'S COMMUNICATIONS, 3000 TOWN CENTER, SUITE 2750, SOUTHFIELD, MI, 48075	US Mail (1st Class)
21936	WAREHOUSE EQUIPMENT AND, 116 WEST PARK DRIVE, BIRMINGHAM, AL, 35211-4469	US Mail (1st Class)
21936	WAREHOUSE RACK & SHELF, 1 BURGUNDY DRIVE, LAKE ST. LOUIS, MO, 63367	US Mail (1st Class)
21936	WARN, HOFFMANN MILLER & LALONE PC, 691 N SQUIRREL ROAD, AUBURN HILLS, MI, 48326	US Mail (1st Class)
21936	WARREN FIRE EQUIPMENT, 6880 TOD AVE, WARREN, OH, 44481-8628	US Mail (1st Class)
21936	WARREN KNIPPLE, 3560 W. MARKET ST., STE 340, AKRON, OH, 44333	US Mail (1st Class)
21936	WARREN MILL SUPPLY, 2 GEORGE ST, NEW CASTLE, PA, 16101-3952	US Mail (1st Class)
21936	WARREN MUNICIPAL COURT, 141 SOUTH ST SE, WARREN, OH, 44483-5747	US Mail (1st Class)
21936	WARREN PIPE & SUPPLY CO., 18660 15 MILE ROAD, FRASER, MI, 48026	US Mail (1st Class)
21936	WARREN THOMAS, 3217 GREEN GROVE DR NE, TUSCALOOSA, AL, 35404	US Mail (1st Class)
21936	WARRIOR PRECISION, INC., 4514 REICHHOLD RD, TUSCALOOSA, AL, 35404	US Mail (1st Class)
21936	WASHINGTON PENN PLASTIC CO., 2080 N MAIN ST, WASHINGTON, PA, 15301	US Mail (1st Class)
21936	WASHINGTON PENN PLASTICS, 2080 N MAIN ST, WASHINGTON, PA, 15301-6146	US Mail (1st Class)
21936	WASHINGTON'S CARPET ONE, 1790 ASHLAND RD., PO BOX 2253, MANSFIELD, OH, 44905	US Mail (1st Class)
21936	WASTE MANAGEMENT OF ALA, 1001 FANNIN ST STE 4000, HOUSTON, TX, 77002-6711	US Mail (1st Class)
21936	WASTE MANAGEMENT OF OHIO, DAYTON HAULING, PO BOX 9001054, LOUISVILLE, KY, 40290-1054	US Mail (1st Class)
21936	WASTE MANAGEMENT, 1001 FANNIN ST STE 4000, HOUSTON, TX, 77002-6711	US Mail (1st Class)
21936	WASTE MANAGEMENT-FLINT, 1001 FANNIN ST STE 4000, HOUSTON, TX, 77002-6711	US Mail (1st Class)
21936	WATERLOO TRANSMISSION, 3603 CLEVELAND AVE., CANTON, OH, 44708	US Mail (1st Class)
21936	WATKINS GRINDING, 1245 LEONHARD STREET, DAYTON, OH, 45404	US Mail (1st Class)
21936	WATSON WYATT & COMPANY, 1001 LAKESIDE AVE, SUITE 1900, CLEVELAND, OH, 44114-1172	US Mail (1st Class)