

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
1901 Avenue of the Stars, 12th Floor, Los Angeles, California 90067

A True and correct copy of the foregoing document entitled (*specify*): **Notice of Auction and Sale Hearing, attached hereto as Exhibit A**

will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On **August 13, 2013**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On **August 13, 2013**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on **August 13, 2013**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

August 15, 2013

Therese A. Barron

/s/Therese A. Barron

Date

Printed Name

Signature

Exhibit A

GARY E. KLAUSNER (STATE BAR NO. 69077)
MARGRETA M. MORGULAS (STATE BAR NO. 224950),
KIZZY L. JARASHOW (*Admitted Pro Hac Vice*), and
MICHAEL S. NEUMEISTER (STATE BAR NO. 274220), Members of
STUTMAN, TREISTER & GLATT
PROFESSIONAL CORPORATION
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
Telephone: (310) 228-5600
Telecopy: (310) 228-5788
Email: gklausner@stutman.com
mmorgulas@stutman.com
kjarashow@stutman.com
mneumeister@stutman.com

[Proposed] Reorganization Counsel
for Debtors and Debtors in Possession

Debtors' Mailing Address:

Colorep, Inc. and Transprint USA, Inc.
100 Pleasant Valley Road
Harrisonburg, VA 22801-9790
Attn: Robert Katz, [Proposed] CRO

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

In re:

COLOREP, INC.,
a California corporation, et al.,

Debtors.

Tax I.D. Nos. 94-3055026 (Colorep, Inc.) and
54-1200596 (Transprint USA, Inc.)

Case No. 13-bk-27689-WB
Chapter 11

(Jointly Administered)

**NOTICE OF AUCTION AND SALE
HEARING**

Hearing date

Date: August 8, 2013
Time: 10:00 a.m.
Location: Courtroom 1475
255 East Temple Street
Los Angeles, CA 90012

Auction

PLEASE TAKE FURTHER NOTICE that Debtors will conduct an auction (the "**Auction**") to determine the highest and best bid for Assets. The Auction shall commence on **September 19, 2013 at 10:00 a.m. (Pacific Time)**, at the office of Debtors' counsel, Stutman, Treister & Glatt, P.C., 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067.

PLEASE TAKE FURTHER NOTICE that the Bid Procedures approved by the Bid Procedures Order, attached hereto as Exhibit A, describe the terms of the Auction process, the requirements and deadlines for participation in the Auction, required terms of any bids, and the time, location and conduct of the Auction. In the event of inconsistency or conflict between this notice, the Bid Procedures and the Bid Procedures Order, the Bid Procedures Order shall control.

The Sale Hearing

PLEASE TAKE FURTHER NOTICE that the Court has scheduled a hearing for **September 26, 2013 at 2:00 p.m. (Pacific Time)** (the "**Sale Hearing**") to consider approval of the winning bid(s) and confirm the results of the Auction for the Assets. The Sale Hearing may, however, be adjourned in open court from time to time, without further notice. The Sale Hearing will be held before the Honorable Sheri Bluebond, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Central District of California, Los Angeles Division, 255 E. Temple Street, Courtroom 1475, Los Angeles, CA 90012.

PLEASE TAKE FURTHER NOTICE that the Bid Procedures annexed hereto shall govern the bidding process and the Auction of the Assets. Any person that wishes to receive a copy of the Bid Procedures Order shall make such a request in writing to counsel to the Debtors, Stutman, Treister & Glatt, P.C., at 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067, Attn: Kendra A. Johnson (Paralegal), or via facsimile at (310) 228-5788, Attn: Kendra A. Johnson, or via email at kjohnson@stutman.com. Such request must specify whether you would like the requested documents sent via facsimile, email or overnight mail.

Objections

PLEASE TAKE FURTHER NOTICE that any objection to any of the relief to be requested at the Sale Hearing must be in writing, state the basis of such objection with specificity

1 and shall be filed with the Court, with a courtesy copy to Chambers, and shall be served on: (1) the
2 Debtors, Colorep, Inc. and Transprint USA, Inc., 1000 Pleasant Valley Road, Harrisonburg, VA
3 22801-9790, Attn: Robert Katz, [Proposed] CRO, with a copy to counsel for the Debtors, Stutman,
4 Treister & Glatt, P.C., 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067, Attn: Gary E.
5 Klausner, Esq. and Michael S. Neumeister, Esq.; (2) Counsel to Fuller Smith Capital Management
6 LLC and Meserole, LLC: (a) DLA PIPER LLP (US) 555 Mission Street, Suite 2400, San Francisco,
7 CA 94105 Attn: Frank Pepler, Esq. and (b) DLA PIPER LLP (US), 919 N. Market Street, Suite
8 1500, Wilmington, DE 19801-3046, Attn: Stuart M. Brown, Esq.; and (iii) The Office of the United
9 States Trustee, 725 S Figueroa St., 26th Floor, Los Angeles, CA 90017, Attn: Ron Maroko, so as to
10 be received by **September 18, 2013 at 12:00 p.m. (Pacific Time)**.

11 **PLEASE TAKE FURTHER NOTICE** that all requests for information concerning
12 the Assets and all requests for information concerning the Bid Procedures, should be directed in
13 writing to (i) the Debtors, Colorep, Inc. and Transprint USA, Inc., 1000 Pleasant Valley Road,
14 Harrisonburg, VA 22801-9790, Attn: Robert Katz, [Proposed] CRO; and (ii) counsel for the
15 Debtors, Stutman, Treister & Glatt, P.C., 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA
16 90067, Attn: Gary E. Klausner, Esq. and Michael S. Neumeister, Esq., or via email to
17 gklausner@stutman.com and mneumeister@stutman.com.

18
19 Dated: August 13, 2013

Respectfully submitted,

20 /s/ Michael S. Neumeister
21 GARY E. KLAUSNER
22 MARGRETA M. MORGULAS
23 KIZZY L. JARASHOW
24 MICHAEL S. NEUMEISTER
25 **STUTMAN, TREISTER & GLATT**
26 **PROFESSIONAL CORPORATION**

27 [Proposed] Reorganization Counsel
28 for Debtors and Debtors in Possession

Exhibit A

GARY E. KLAUSNER (STATE BAR NO. 69077)
MARGRETA M. MORGULAS (STATE BAR NO. 224950), and
KIZZY L. JARASHOW (*Pro Hac Vice Application Pending*), Members of
STUTMAN, TREISTER & GLATT
PROFESSIONAL CORPORATION
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
Telephone: (310) 228-5600
Telecopy: (310) 228-5788
Email: gklausner@stutman.com
mmorgulas@stutman.com
kjarashow@stutman.com

FILED & ENTERED

AUG 12 2013

CLERK U.S. BANKRUPTCY COURT
Central District of California
BY kaaumoan DEPUTY CLERK

[Proposed] Reorganization Counsel
for Debtors and Debtors in Possession

Debtors' Mailing Address:
Colorep, Inc. and Transprint USA, Inc.
100 Pleasant Valley Road
Harrisonburg, VA 22801-9790
Attn: Robert Katz, [Proposed] CRO

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

In re:

COLOREP, INC.,
a California corporation, *et al.*,

Debtors.

Tax I.D. Nos. 94-3055026 (Colorep, Inc.)
and 54-1200596 (Transprint USA, Inc.)

Case No. 13-bk-27689-WB

Chapter 11

(Jointly Administered)

**ORDER: (A) APPROVING SALE AND BID
PROCEDURES FOR THE SALE OF
SUBSTANTIALLY ALL ASSETS OF THE DEBTOR;
(B) SCHEDULING AN AUCTION AND HEARING
TO CONSIDER THE SALE AND APPROVE THE
FORM AND MANNER OF NOTICE RELATED
THERETO; (C) ESTABLISHING PROCEDURES
RELATING TO THE ASSUMPTION AND
ASSIGNMENT OF CERTAIN CONTRACTS; AND
(D) GRANTING OTHER RELATED RELIEF**

Hearing date

Date: August 8, 2013
Time: 10:00 a.m.
Location: Courtroom 1475
255 East Temple Street
Los Angeles, CA 90012

1
2 Upon the motion (the “**Motion**”)¹ of the above-captioned debtors and debtors in
3 possession (the “**Debtors**”) for entry of an Order: (A) Approving Sale and Bid Procedures For
4 The Sale of Substantially All The Assets of Debtors; (B) Scheduling An Auction And Hearing To
5 Consider The Sale And Approve The Form And Manner Of Notice Related Thereto; (C)
6 Establishing Procedures Relating To The Assumption And Assignment Of Certain Contracts;
7 And (D) Granting Other Related Relief, and it appearing that this Court has jurisdiction over the
8 Motion pursuant to 28 U.S.C. §§ 157 and 1334; the Court having considered the Motion; and it
9 appearing that the relief requested the Motion, is in the best interests of the Debtors’ bankruptcy
10 estates, their creditors and other parties in interest; and after due deliberation and sufficient cause
11 appearing therefor;

12 THE COURT HEREBY MAKES THE FOLLOWING FINDINGS:

13 A. Notice of the Motion was adequate and sufficient under the circumstances of these
14 Chapter 11 cases, and such notice complied with all applicable requirements of title 11 of the
15 United States Code (the “**Bankruptcy Code**”), the Federal Rules of Bankruptcy Procedure and
16 the Local Bankruptcy Rules.

17 B. All objections to the relief requested in the Motion that have not been withdrawn,
18 waived or settled as announced to the Court at the hearing on the Motion or by stipulation filed
19 with the Court, are overruled except as otherwise set forth herein.

20 C. The bid procedures attached hereto as Exhibit A (the “**Bid Procedures**”) are
21 reasonable and appropriate under the circumstances of these chapter 11 cases to effect the Sale
22 described in the Bid Procedures. The Debtors are authorized to take any and all actions necessary
23 or appropriate to implement the Bid Procedures.

24 D. The Notice of Bid Procedures, Auction Date and Sale Hearing, substantially in the
25 form attached hereto as Exhibit B (the “**Sale and Bid Procedures Notice**”), the Notice of
26 Auction and Sale Hearing, substantially in the form attached hereto as Exhibit C (the “**Creditor**”

27
28 ¹ Capitalized terms used, but not otherwise defined, herein shall have the meaning assigned to such terms in the Motion.

1 **Notice**”), the notice substantially in the form attached hereto as Exhibit D to be served on
2 counterparties to the Assumed Contracts (the “**Cure Notice**”), and the Notice of Proposed
3 Assumption and Adequate Assurance of Future Performance in substantially the form of Exhibit
4 E (the “**Assumption Notice**”) are each calculated to provide adequate notice concerning the
5 proposed sale of the Assets and the proposed assumption and assignment of the Assumed
6 Contracts that are the property of the Debtors, and are intended to provide due and adequate
7 notice of the relief that will be sought by the Motion.

8 E. The entry of this Order is in the best interests of the Debtors, their estates, creditors
9 and other parties in interest.

10 IT IS HEREBY ORDERED THAT:

11 1. The relief requested in the Motion is granted as set forth in this order (the “**Bid**
12 **Procedures Order**”).

13 2. The Bid Procedures are approved in their entirety, and are incorporated into this
14 Bid Procedures Order and shall apply to the proposed sale of the Assets.

15 3. The Debtors are authorized to take any and all actions necessary or appropriate to
16 implement the Bid Procedures.

17 4. The proposed sale of the Assets, the proposed assumption and assignment of the
18 Assumed Contracts, and the Auction shall be conducted in accordance with the provisions of this
19 Bid Procedures Order and the Bid Procedures.

20 5. The Sale and Bid Procedures Notice attached hereto as Exhibit B, the Creditor
21 Notice attached hereto as Exhibit C, the Cure notice attached hereto as Exhibit D and the
22 Assumption Notice attached hereto as Exhibit E provide proper notice to all parties in interest and
23 are approved.

24 6. Not later than three business days following entry of this Order, the Debtors shall
25 serve by first class mail the Sale and Bid Procedures Notice on the following parties: (a) counsel
26 for the official committee of unsecured creditors, or if no committee is appointed, the Debtors’ 20
27 largest unsecured creditors; (b) the U.S. Trustee; (c) counsel to Fuller Smith Capital Management
28 LLC (“**FCSM**”), as DIP Agent and FSCM and Meserole, LLC, as DIP Lenders; (d) all parties

1 known to be asserting a lien on any of the Assets and who would appear as potentially holding a
2 lien on any search conducted to determine who asserts a lien on the Assets; (e) all known
3 counterparties to executory contracts and unexpired leases; (f) all entities known to have
4 expressed an interest in bidding on the Assets; (g) all parties to ongoing litigation with the
5 Debtors; (h) the United States Attorney's office; (i) all state attorney generals in states in which
6 Debtors do business; (j) state taxing authorities in the states in which Debtors do business; (k) the
7 Internal Revenue Service; (l) environmental authorities in the states or other applicable
8 jurisdictions in which Debtors do business; and (m) all other parties that have filed a notice of
9 appearance and demand for service of papers in the Chapter 11 Cases under Bankruptcy Rule
10 9010(b) as of the date of entry of the Bid Procedures Order.

11 7. Not later than August 13, 2013, the Debtors shall serve the Creditor Notice on all
12 known creditors of the Debtors. Except as set forth in this and the foregoing paragraph of this
13 Bid Procedures Order, no other or further notice of the sale shall be required to be provided by the
14 Debtors.

15 8. Not later than August 27, 2013, the Debtors shall file and serve their Cure Notice
16 to the counterparties to all executory contracts and unexpired leases (the "**Counterparties**"),
17 provided, however that the Debtors may supplement the list of executory contract at any time
18 more than ten (10) calendar days prior to the Auction² but shall immediately file and serve a
19 supplemental Cure Notice to a Counterparty to such supplemental executory contract or lease.
20 Counterparties receiving a Cure Notice must file and serve any objection to the Cure Cost
21 provided therein on or before **September 18, 2013 at 12:00 p.m. (Pacific Time)** in accordance
22 with the Bid Procedures.

23 9. In addition to the Cure Notice, upon completion of the Auction and selection of the
24 Buyer in accordance with the Bid Procedures, the Debtors shall file and serve an Assumption
25 Notice on each Counterparty to a contract or lease that the Buyer desires the Debtor to assume
26

27 ² The inclusion of any agreement as an Assumed Contract does not constitute an admission by the Debtors that your
28 agreement actually constitutes and executory contract or unexpired lease under section 365 of the Bankruptcy Code,
and the Debtors expressly reserve the right to challenge the status of any agreement.

1 and assign in connection with the Sale (“**Assumed Contracts**”). Counterparties receiving an
2 Assumption Notice shall have the opportunity for notice and a hearing regarding adequate
3 assurance of future performance offered by the Buyer and all other objections, other than the Cure
4 Cost, which shall be heard on the conditions below.

5 10. Any Counterparty failing to timely file an objection to the Cure Cost set forth in
6 the Cure Notice shall be deemed to consent to the assumption and assignment of the Assumed
7 Contract and shall be forever barred from objecting to the Cure Costs and from asserting any
8 additional cure or other amounts against the Debtors, their estates, and the Successful Bidder with
9 respect to the Assumed Contract to which it is a Counterparty. Notwithstanding anything to the
10 contrary, no executory contract or unexpired lease will be assumed unless and until the
11 occurrence of the closing

12 11. Any other objection to any of the relief to be requested at the Sale Hearing must be
13 in writing, state the basis of such objections with specificity and shall be filed with the Court
14 (with a courtesy copy to Chambers) on or before **September 18, 2013 at 12:00 p.m. (Pacific**
15 **Time)**, and must be served.

16 12. Any Counterparty to an Assumed Contract receiving an Assumption Notice, shall
17 file and serve objections to assignment and assumption, adequate assurance of future performance
18 and objections other than to the Cure Cost on or before **September 24, 2013 at 12:00 p.m.**
19 **(Pacific Time)**. All objections must be in writing and state the basis of such objections with
20 specificity. The objection of a Counterparty who has timely filed both an objection to the Cure
21 Cost and other objection in response to an Assumption Notice shall be conclusively determined at
22 the Sale Hearing. Objections of a Counterparty who filed a timely objection in response to the
23 Assumption Notice but did not file a timely objection in response to the Cure Notice shall be
24 limited to the Assumption Notice objections.

25 13. Compliance with the foregoing notice provisions shall constitute sufficient notice
26 of the Debtors’ proposed Sale of the Assets free and clear of all liens, claims, interests and
27 encumbrances, the contemplated assumption and assignment of each Assumed Contract and the
28 proposed amount of the Cure Costs with respect to each such Assumed Contract, and no

1 additional notice of such contemplated transactions need be given.

2 14. If the Debtors receive more than one Qualified Bid (as defined in the Bid
3 Procedures), an Auction will be held on **September 19, 2013 at 10:00 a.m. (Pacific Time)**, at the
4 offices of the Debtors' counsel, Stutman, Treister & Glatt, PC, 1901 Avenue of the Stars, 12th
5 Floor, Los Angeles, CA 90067.

6 15. Counsel to the Debtors are authorized to hold and conduct the Auction in
7 accordance with the Bid Procedures.

8 16. The Sale Hearing shall be conducted on **September 26, 2013 at 2:00 p.m.** in
9 Courtroom 1475, 255 E. Temple Str., Los Angeles, CA 90012, and may be adjourned from time
10 to time without further notice other than an announcement in open court at the Sale Hearing.

11 17. Notwithstanding anything herein or in the Bid Procedures to the contrary, no sale
12 free and clear of liens claims and encumbrances shall be approved unless it complies with section
13 363(f) of the Bankruptcy Code.

14 18. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h) and 7062
15 or otherwise, the terms and conditions of this Bid Procedures Order shall be immediately
16 effective and enforceable upon its entry, and no automatic stay of execution shall apply to this
17 Bid Procedures Order.

18 19. The Court shall retain jurisdiction to hear and determine all matters arising from or
19 related to the implementation of this Bid Procedures Order.

20 #####

21
22
23
24 Date: August 12, 2013



Sheri Bluebond
United States Bankruptcy Judge

EXHIBIT A

Bid Procedures

These bid procedures set forth the process by which Colorep, Inc. and Transprint USA, Inc. (together, the “**Debtors**”), the debtors and debtors in possession in jointly administered chapter 11 bankruptcy cases pending in the United States Bankruptcy Court for the Central District of California (the “**Court**”), consolidated for administration under Case No. 13-bk-27689 (WB), and their non-debtors affiliates (collectively with the Debtors “**Sellers**”), are authorized to conduct a sale by auction (the “**Auction**”) of the Acquired Assets (as defined herein).

1. Motion for Bankruptcy Court Approval of Sale. On July 24, 2013, the Debtors filed with the Court and served *Debtors’ Motion For Orders: (1) Approving Sale Of Debtors’ Assets Under Asset Purchase Agreement Free And Clear Of Liens, Claims And Interests, (2) Approving Assumption And Assignment Of Unexpired Leases And Executory Contracts, (3) Approving Certain Bid And Auction Procedures, (4) Setting Date And Time For Hearing On Proposed Sale, And (5) Approving Form Of Notice Of Auction And Sale Hearing* [Docket No. 69] (the “**Sale Motion**”). The Sale Motion seeks (i) approval of these bid procedures (the “**Bid Procedures**”); (ii) authority to hold the Auction, if necessary; (iii) a hearing to approve the sale, free and clear of all liens, claims, interests and encumbrances, of substantially all assets of the Debtors in accordance with the asset purchase agreement to be submitted to the smartroom maintained by BMC Group in connection with the (the “**APA**”), (iv) authority to assume and assign certain executory contracts and unexpired leases; and (v) approval of the form of notice of these Bid Procedures, the Auction (if one is held) and the Sale Hearing.

2. Entry of Bid Procedures Order. The Court entered its order (the “**Bid Procedures Order**”) approving the Bid Procedures on or about August 9, 2013. *See* Docket No. ____.

3. Assets Subject to Sale Pursuant to the APA. The assets that are being sold pursuant to the APA³ (the “**Acquired Assets**”) comprise (a) substantially all of the tangible and intangible personal property owned by the Sellers, that is used or useful in the operation of the Debtors’ business; (b) real estate owned by the Debtors; (c) certain executory contracts and unexpired leases of the Debtors (“**Contracts and Leases**”) to be specified by the prevailing bidder (the “**Buyer**”); (d) intellectual property, including patents, trademarks, copyrights and related interests; (e) the equity securities held by the Debtors in certain of their subsidiaries; (f) cash and accounts receivables; and (g) such other property of the Sellers designated by the Buyer, provided however that cash and other assets in an amount to be set forth in the APA of any Prospective Bidder, shall remain in the Debtors’ estates to be used in satisfaction of administrative expense claims and those amounts determined necessary to cover the Debtors’ wind-down expenses, all as more specifically described in section 1.1 of the APA.

³ Any discussion or description herein of the terms of the APA (including the identification of the Acquired Assets subject to the APA) is qualified in its entirety by the terms of the APA itself, which should be reviewed in its entirety by any interested parties. To the extent of any inconsistencies between the Bid Procedures described herein and the APA, the terms of the APA shall govern.

1 4. Purchase Price. The purchase price will be the highest or otherwise best price and
2 terms, determined at the conclusion of the Auction, by the Debtors, in their business judgment, in
3 consultation with the Official Committee of Unsecured Creditors, if one is formed
4 (“**Committee**”) and Fuller Smith Capital Management LLC (“FSCM”) as DIP Agent, and FSCM
5 and Meserole, LLC in their capacities as debtor in possession lenders (“**DIP Lenders**”), if DIP
6 Lenders are not a bidder at the Auction and if the price to be paid by the Buyer in cash is less than
7 the aggregate of all obligations owed to DIP Lenders.

8 5. Sale Hearing. Pursuant to the Bid Procedures Order, September 26, 2013, at 2:00
9 p.m. (prevailing pacific time) has been set as the date and time for the hearing (the “**Sale**
10 **Hearing**”) to approve the sale of the Acquired Assets and the assumption and assignment of
11 executory contracts and unexpired leases of the Debtors before the Honorable Sheri Bluebond,
12 United States Bankruptcy Judge, at the United States Bankruptcy Court, Central District of
13 California, Roybal Federal Building and Courthouse, Courtroom 1475, 255 E. Temple Street, Los
14 Angeles, CA 90012,; and approving the other dates, deadlines and procedures described in these
15 Bid Procedures).

16 6. Due Diligence. All due diligence must be completed by an interested party prior to
17 its submission of a Qualified Bid in connection with the Auction (as those terms are defined
18 below). Any party that wishes to conduct due diligence should promptly contact the Debtors’
19 Investment Banker. Information regarding the Debtors’ Investment Banker may be obtained from
20 the Debtors’ Bankruptcy Counsel, at the address and telephone numbers shown on the Notice to
21 which these Bid Procedures are attached, or from the Debtors CRO, Executive Sounding Board
22 Associates at the address and telephone numbers shown in Paragraph 8. In addition to
23 information available directly from the Investment Banker, the Debtors have retained BMC
24 Group to maintain an on-line smartroom, containing due diligence materials available to proposed
25 Qualified Bidders. Access information for the BMC Group smartroom may be obtained from the
26 Investment Banker or from counsel or the CRO as provided above. Before the Debtors provide
27 any confidential information to a proposed Qualified Bidder, whether in tangible form or through
28 access to the BMC Group smartroom, such proposed Qualified Bidder shall have delivered to the
Debtors a fully executed confidentiality agreement in a form reasonably acceptable to the Debtors
(the “**Confidentiality Agreement**”). The Debtors, after reasonable consultation with their
advisors and the DIP Lenders, may impose any and all limitations, restrictions or conditions upon
an interested party’s ability to conduct due diligence that the Debtors deem reasonably necessary
to (i) avoid disruption of the Debtors’ operation; (ii) preserve the value of the Acquired Assets;
(iii) protect confidential, proprietary or otherwise sensitive information; or (iv) address any other
concerns the Debtors have with respect to any particular factual circumstances surrounding or
unique to any particular party (such as if a party is a competitor of the Debtors). The Debtors
make no representation or warranty as to the information to be provided through the due diligence
process or otherwise, except to the extent set forth in a definitive asset purchase agreement with
the Buyer, or in the APA, as executed and delivered by the Debtors.

1 7. Consideration of Bids. Any party wishing to bid for the Acquired Assets at the
2 Auction (a “**Prospective Bidder**”) must have first submitted an initial, qualified bid. A bidder
3 who submits a Qualified Bid in accordance with the procedures specified herein is a “**Qualified**
4 **Bidder**.”

1 8. Submission of a Qualified Bid. To become a Qualified Bidder, a Prospective
2 Bidder must submit a Qualified Bid in writing to the Debtors, to the Debtors' CRO Robert D.
3 Katz, Managing Director, Executive Sounding Board Associates, 2 Penn Center, 1500 JFK Blvd,
4 Suite 1730, Philadelphia, PA 19102, DIP Lenders and any Committee (collectively, the "**Bid
Notice Parties**") on or before 5:00 p.m. (prevailing pacific time) on September 18, 2013 (the
5 "**Bid Deadline**"). The Debtors will as promptly thereafter as practicable, and in any event prior to
the commencement of the Auction, notify each Prospective Bidder whether it has been deemed a
Qualified Bidder.

6 9. Bid Notice Parties. The service information for the Bid Notice Parties is attached
7 hereto as Exhibit "A."

8 10. Requirements for a Qualified Bid. Each Prospective Bidder, by submitting a bid,
9 shall be deemed to acknowledge that it understands and is bound by the terms of the Bid
Procedures and the Bid Procedures Order. To be designated a Qualified Bid, a bid must be
10 submitted so that it is received by all notice parties prior to the Bid Deadline (a "**Submitted Bid**")
and must satisfy the following requirements:

11 a. A Submitted Bid must be submitted in the form of an executed purchase
12 agreement in the form of the APA, fully executed by the Prospective Bidder, and
must be black-lined off the APA to show any proposed changes to the form APA.

13 b. A Submitted Bid must provide for a purchase price that is at least equal to
14 the Initial Auction Bid, payable in cash. In the event that DIP Lenders and
15 Meserole LLC as Debtors' pre-petition lenders choose to participate in the
Auction, the Initial Auction Price will be a credit bid of not less than \$20,000,000.

16 c. A Submitted Bid must be accompanied by a good faith deposit by wire
17 transfer, certified or cashier's check, in the amount of \$750,000 (the "**Good Faith
Deposit**"). Each Good Faith Deposit shall be held by counsel to the Debtors in a
18 non interest-bearing account. The Good Faith Deposits of all Prospective Bidders,
19 other than the Buyer and the Back-Up Bidder (defined below), shall be returned in
accordance with the procedures set forth in paragraph 16 below.

20 d. If not previously delivered to the Debtors, a Submitted Bid must be
21 accompanied by an executed Confidentiality Agreement.

22 e. At or prior to the Bid Deadline, a Prospective Bidder must provide written
23 evidence of an irrevocable commitment for financing or capital, without any
contingency other than the entry of the Sale Order approving the Prospective
24 Bidder as the Buyer, or other satisfactory written evidence that the Prospective
Bidder has the financial ability to close the transaction contemplated in the
25 Submitted Bid and to pay the cash component of its proposed purchase price in
26 cash by the earlier of the closing date described in the Submitted Bid, or the
"Outside Date" of September 30, 2013 set forth in the APA (the "**Financial
Evidence**").

f. The Financial Evidence shall also include evidence of the Prospective Bidder's ability to provide adequate assurance of future performance under any executory contract or unexpired lease to be assumed and assigned to the Prospective Bidder under the Prospective Bidder's proposed asset purchase agreement.

g. The Submitted Bid must be accompanied by a board resolution or other similar document demonstrating the authority of the Prospective Bidder to submit, execute, deliver and close the proposed sale transaction.

h. The Submitted Bid must include an acknowledgement and representation that the Prospective Bidder: (i) has had an opportunity to conduct any and all due diligence regarding the Acquired Assets prior to making its offer, (ii) has relied solely upon its own independent review, investigation, and/or inspection of any documents and/or the Acquired Assets in making its bid, (iii) did not rely upon any written or oral statements, representations, promises, warranties, or guaranties whatsoever, whether express, implied, by operation of law or otherwise, regarding the Acquired Assets, or the completeness of any information provided in connection therewith or the Auction, except as expressly stated in the APA, (iv) agrees that the offer to purchase the Acquired Assets and assume the Assumed Contracts and pay Cure Costs will remain open and capable of being accepted by Debtors and consummated in the event the Buyer does not close under the Successful Bid until two business days following the closing date with the Buyer, and (v) agrees that any non-disclosure agreement or confidentiality agreement entered into with the Debtors shall be enforceable by the Buyer.

i. All Prospective Bidders and Qualified Bidders shall bear their own costs and expenses in connection with submission of bids, the Auction, the sale process and preparation of those documents necessary to effectuate a transfer of title of the assets purchased and all waive any claim or the right to assert a claim for substantial contribution, or reimbursement of expenses or a break up fee.

The Debtors, in reasonable consultation with the Committee, if any, and DIP Lenders, will determine whether a party submitting a bid (i) has demonstrated the financial capacity to consummate the proposed purchase of the Acquired Assets and provide adequate assurance of future performance in respect of the Assumed Contracts to be assigned to such party, (ii) is reasonably likely to consummate the contemplated transactions if selected as the Buyer, (iii) as to DIP Lenders or other Proposed Bidder asserting a lien on the Acquired Assets has a valid, perfected security interest not subject to bona fide dispute, as determined by reference to applicable law, in the Debtors' assets (such parties, if any, the "**Other Secured Parties**") for the purpose of determining whether a bidder is permitted to credit bid, and (iv) has otherwise satisfied the requirements for a Qualified Bid set forth above.

11. Contracts and Leases.

a. Not later than August 27, 2013, , the Debtors will file with the Bankruptcy Court and serve on both the Bid Notice Parties and the non-debtor parties to the Contracts and Leases (the "**Contract Notice Parties**"), a notice (the "**Cure**

1 **Notice**") (a) indicating the Debtors' estimate of the amounts, if any, required to
2 satisfy the cure and compensation requirements of Bankruptcy Code section
3 365(b)(1) ("**Cure Amount**") with respect to all Contracts and Leases that might be
4 assigned in connection with a sale of the Acquired Assets, (b) providing notice that
5 Qualified Bidders may propose to take an assignment of any of the Contracts and
6 Leases, and (c) providing notice that the deadline for responses or objections to the
7 proposed Cure Amount shall be September 18, 2013.⁴

8 b. Within one day after the completion of the auction, and the designation by
9 the Buyer of the Contracts and Leases that it desires the Debtors to assume and
10 assign as a part of the Sale, the Debtors will file with the Court and serve on the
11 affected parties, a Notice of Proposed Assumption and Adequate Assurance of
12 Future Performance ("**Assumption Notice**") (i) identifying the Buyer (ii) stating
13 which Contracts and Leases the Buyer desires to be assumed and assigned, (iii)
14 specifying the proposed adequate assurance of future performance offered by the
15 Buyer with respect to each Contract and Lease; and (iv) providing notice that the
16 deadline for responses or objections to the relief sought in the Assumption Notice
17 shall be September 24, 2013.

18 12. Credit Bidding. To the extent that any party believes it is entitled to and wishes to
19 submit a credit bid at the Auction (the "**Prospective Credit Bid Parties**"), such party must, by no
20 later than the Bid Deadline, submit a notice to the Bid Notice Parties in writing indicating its
21 desire to credit bid (the "**Credit Bid Notice**"). The Credit Bid Notice must include or attach the
22 following: (i) the dollar figure it intends to credit bid (the "**Credit Bid Amount**"), and (ii)
23 evidence that it holds a valid, perfected, "in the money" security interest in or lien upon the assets
24 to be sold at the Auction in the Credit Bid Amount (for the avoidance of doubt, junior lien holders
25 desiring to credit bid will be required to offer to pay all prior liens in cash in full and credit bid its
26 claim). That evidence should include, *inter alia*, (i) copies of any underlying agreement(s) and/or
27 document(s) giving rise to an obligation of the Debtors to the Prospective Credit Bid Party, (ii) a
28 description of the Debtors' assets upon which the Prospective Credit Bid Party asserts a security
29 interest or lien, (iii) any UCC filings prepared and filed by the Prospective Credit Bid Party in
30 connection with its purported security interest or lien, and (iv) any filings with any trademark,
31 patent or copyright office, as applicable, prepared and filed by the Prospective Credit Bid Party in
32 connection with its purported security interest or lien. The Debtors, in reasonable consultation
33 with the Committee, if any, and DIP Lenders if they are not participating in the Auction, shall
34 determine whether any Prospective Credit Bid Parties have a valid, perfected, first priority
35 security interest not subject to bona fide dispute, as determined by reference to applicable law, in
36 the Debtors' assets for the purpose of determining whether a Prospective Credit Bid Party is
37 permitted to credit bid at the Auction. If there is a dispute as to whether a particular party may
38 credit bid, or as to the amount that a party is entitled to credit bid, and such dispute cannot be

39 ⁴ The Debtors reserve the right to supplement the list of Assumed Contracts at any time up to the Sale Hearing, in
40 the event that further inquiry by the Debtors after the date of this Motion reveal additional executory contracts and
41 unexpired leases that are disclosed to Prospective Bidders and which any Prospective Bidder desires to acquire.
42 Immediately upon the designation of any such supplement of Assumed Contracts, the Debtors shall give
43 supplemental Cure Notices to any counterparty to such contract, and any counterparty to an Assumed Contract
44 designated by the Debtors in a supplemental Cure Notice may assert an objection to the assumption and assignment
45 of such Assumed Contract at any time up to the date of the Sale Hearing.

1 resolved by the parties, such dispute shall be submitted to the Court to be decided by the Court at
2 the Sale Hearing. To the extent that any Prospective Credit Bid Party receives notice of this
3 Motion and does not timely submit a Credit Bid Notice in accordance with the above-described
procedures, such party shall be deemed to have waived its right to credit bid at the Auction.

4 13. Auction Procedures. The Debtor will conduct an Auction on **September 19, 2013**
5 in the offices of the Debtors' reorganization counsel, Stutman, Treister & Glatt, PC, 1901 Avenue
6 of the Stars, 12th Floor, Los Angeles, CA 90067, or such other location designated by the
7 Debtors or the Court, in reasonable consultation with the Bid Notice Parties. If there are two or
8 more Qualified Bids, the Debtors shall conduct the Auction in any reasonable manner that is not
9 inconsistent with these Bid Procedures and the Bid Procedures Order, and that provides Qualified
Bidders with a fair opportunity to participate, subject to the requirements set forth below. In the
event no Qualified Bids or only one Qualified Bid is received, then the Debtors shall not conduct
the Auction. If only one Qualified Bid is received, then the Debtors shall submit that Qualified
Bid to the Court for approval as the Successful Bid.

10 a. Only Qualified Bidders will be permitted to bid at the Auction.

11 b. The highest or otherwise best Qualified Bid received for the Acquired
12 Assets and Assumed Contracts and Leases by the Bid Deadline will be the Initial
13 Auction Bid.

14 c. Each Qualified Bidder must appear in person or through a duly authorized
15 representative at the Auction. After the announcement of the Initial Auction Bid,
the Debtors will request additional bidding at the Auction.

16 d. A Qualified Bidder may increase its bid as many times as it chooses,
17 provided that each subsequent bid must exceed the prior bid for the Acquired
18 Assets by at least \$100,000. Such increase may take the form of an all cash bid, a
credit bid (with respect to DIP Lenders or the Other Secured Parties, if any), or a
combination of both.

19 e. The Auction shall continue until the Buyer has been determined by the
20 Debtors, in consultation with the Committee, if any, and DIP Lenders so long as
21 DIP Lenders are not then participating in the Auction. The Buyer shall be the
22 Qualified Bidder making the highest or otherwise best bid at the Auction for the
Acquired Assets.

23 In consultation with the Committee, if any, and DIP Lenders if they are not participating in the
24 Auction, the Debtors reserve the right prior to, during and after the Auction (subject to review by
25 the Bankruptcy Court at the Sale Hearing), to reject any bid that is not in conformity with these
26 Bid Procedures, any order or orders of the Bankruptcy Court, or the Bankruptcy Code, or that is
determined not to be in the best interests of the Debtors and their estates, as determined by the
Debtors in their sole and reasonable exercise of their business judgment.

27 14. Back-Up Bidder. As a condition to qualifying to participate in the Auction, each
28 Qualified Bidder shall be deemed to have consented to serve as a **"Back-Up Bidder."** If an
Auction is conducted, the party with the next highest bid after the Buyer at the Auction shall be

1 required to serve as the Back-Up Bidder, and such bid is to remain open for acceptance by the
2 Debtors and consummation by the parties up to and including ten (10) business days following
3 the Outside Date specified in the APA; provided, however, that nothing herein shall be deemed to
modify or otherwise alter any provision in the APA, or any rights of termination set forth therein.

4 15. Selection of Buyer. To conclude the Auction, the Debtors, in consultation with
5 their advisors and Committee, if any, and DIP Lenders so long as they are not then participating
6 in the Auction, will: (i) review each Qualified Bid, and consider each Qualified Bid, on the basis,
7 without limitation, of the amount of the purchase price, the form of consideration being offered,
8 the likelihood of the bidder's ability to close a transaction and the timing thereof, the number,
9 type and nature of any changes to the APA requested by each bidder, and the net benefit to the
Debtors' estates, (ii) identify the highest or otherwise best offer submitted for the Acquired Assets
received at the Auction (the "**Prevailing Bid**"), (iii) designate the party that submitted the
Prevailing Bid as the Buyer, and (iv) identify the Back-Up Bidder.

10 16. Results of Auction. No later than September 24, 2013, the Debtors will file a
11 notice indicating whether an Auction was held and, if so, summarizing the Auction and
12 identifying the Buyer and Prevailing Bid and Back-Up Bidder and its highest Qualified Bid. If no
13 Auction was held, the Buyer shall file a notice indicating the Buyer. At the Sale Hearing, the
14 Court, pursuant to Bankruptcy Code sections 363 and 365, will consider (i) whether to approve
15 the sale of the Acquired Assets to the Buyer, (ii) whether to approve the assumption and
16 assignment of Assumed Contracts to the Buyer, and (iii) any objections by parties with standing
17 to the entry of an order providing such relief (including, without limitation, objections by parties
18 to the Debtors' determination of such parties' ability to credit bid at the Auction).

19 17. Return of Good Faith Deposits. Except as otherwise provided herein, all Good
20 Faith Deposits shall be returned to each Prospective Bidder not selected by the Debtors to be
21 Qualified Bidders upon such determination, or not selected by the Debtors in accordance with the
22 above procedures as the Buyer or the Back-Up Bidder by no later than the fifth (5th) business day
23 following the conclusion of the Auction. The Good Faith Deposit of the Back-Up Bidder shall be
24 held by the Debtors' counsel until ten (10) business days after the Outside Date.

25 18. Reservation of Rights; Deadline Extension. Notwithstanding any of the
26 foregoing, the Debtors reserve their rights, in the exercise of their fiduciary obligations, and after
27 consultation with the Committee, if any, and DIP Lenders if they are not then participating in the
28 Auction, to modify the Bid Procedures or impose, at or prior to the Auction, additional customary
terms and conditions on the sale of the Acquired Assets or otherwise modify the APA, including,
without limitation, extending the deadlines set forth in these Bid Procedures, modifying bidding
increments, adjourning the Auction and/or adjourning the Sale Hearing in open court without
further notice, withdrawing from the Auction the Acquired Assets at any time prior to or during
the Auction or canceling the Auction, and rejecting any and all Qualified Bids.

EXHIBIT A

Bid Notice Parties

1. The Debtors and the Debtors' reorganization counsel at the following addresses:

Colorep, Inc. and Transprint USA, Inc.
1000 Pleasant Valley Road
Harrisonburg, VA 22801-9790

and

Gary E. Klausner, Esq.
Margreta M. Morgulas, Esq.
Kizzy L. Jarashow, Esq.
Stutman, Treister & Glatt, P.C.
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067

2. ESBA at the following address:

Colorep, Inc. and Transprint USA, Inc.
1000 Pleasant Valley Road
Harrisonburg, VA 22801-9790
Attn: Robert D. Katz, [Proposed] CRO

With a copy to

Executive Sounding Board Associates Inc.
2 Penn Center, 1500 JFK Blvd, Suite 1730
Philadelphia, PA 19102
Attn: Robert D. Katz

3. DIP Lenders and counsel, at the following addresses:

Fuller Smith Capital Management LLC
Attn: Daniel J. Fuller
New York, NY

Meserole, LLC
c/o Platinum Credit, LLC
152 West 57th St, 54th Floor
New York, NY 10019

Attn: Ari Hirt

and

Frank Pepler, Esq.
DLA PIPER LLP (US)
555 Mission Street
Suite 2400
San Francisco, CA 94105

Stuart M. Brown, Esq.
DLA PIPER LLP (US)
919 N. Market Street
Suite 1500
Wilmington, DE 19801-3046

and

4. Any official committee that may be appointed in the Debtors' chapter 11 cases.

EXHIBIT B

GARY E. KLAUSNER (STATE BAR NO. 69077)
MARGRETA M. MORGULAS (STATE BAR NO. 224950), and
KIZZY L. JARASHOW (*Pro Hac Vice Application Pending*), Members of
**STUTMAN, TREISTER & GLATT
PROFESSIONAL CORPORATION**
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
Telephone: (310) 228-5600
Telecopy: (310) 228-5788
Email: gklausner@stutman.com
mmorgulas@stutman.com
kjarashow@stutman.com

[Proposed] Reorganization Counsel
for Debtors and Debtors in Possession

Debtors' Mailing Address:

Colorep, Inc. and Transprint USA, Inc.
100 Pleasant Valley Road
Harrisonburg, VA 22801-9790
Attn: Robert Katz, [Proposed] CRO

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

In re:

COLOREP, INC.,
a California corporation, *et al.*,

Debtors.

Tax I.D. Nos. 94-3055026 (Colorep, Inc.)
and 54-1200596 (Transprint USA, Inc.)

Case No. 13-bk-27689-WB

Chapter 11

(Jointly Administered)

**NOTICE OF SALE PROCEDURES,
AUCTION DATE AND SALE HEARING**

Hearing date
Date: August 8, 2013
Time: 10:00 a.m.
Location: Courtroom 1475
255 East Temple Street
Los Angeles, CA 90012

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Street, Courtroom 1475, Los Angeles, CA 90012.

PLEASE TAKE FURTHER NOTICE that the Bid Procedures annexed hereto shall govern the bidding process and the Auction of the Assets. Any person that wishes to receive a copy of the Bid Procedures Order and/or the Motion shall make such a request in writing to counsel to the Debtors, Stutman, Treister & Glatt, P.C., at 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067, Attn: Kendra A. Johnson (Paralegal), or via facsimile at (310) 228-5788, Attn: Kendra A. Johnson, or via email at kjohnson@stutman.com. Such request must specify whether you would like the requested documents sent via facsimile, email or overnight mail.

Objections

PLEASE TAKE FURTHER NOTICE that any objection to any of the relief to be requested at the Sale Hearing must be in writing, state the basis of such objection with specificity and shall be filed with the Court, with a courtesy copy to Chambers, and shall be served on: (1) the Debtors, Colorep, Inc. and Transprint USA, Inc., 1000 Pleasant Valley Road, Harrisonburg, VA 22801-9790, Attn: Robert Katz, [Proposed] CRO, with a copy to counsel for the Debtors, Stutman, Treister & Glatt, P.C., 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067, Attn: Gary E. Klausner, Esq. and Kizzy L. Jarashow, Esq.; (2) Counsel to Fuller Smith Capital Management LLC and Meserole, LLC: (a) DLA PIPER LLP (US) 555 Mission Street, Suite 2400, San Francisco, CA 94015 Attn: Frank Pepler, Esq. and (b) DLA PIPER LLP (US), 919 N. Market Street, Suite 1500, Wilmington, DE 19801-3046, Attn: Stuart M. Brown, Esq.; and (iii) The Office of the United States Trustee, 725 S Figueroa St., 26th Floor, Los Angeles, CA 90017, Attn: Ron Maroko, so as to be received by **September 18, 2013 at 12:00 p.m. (Pacific Time)**.

PLEASE TAKE FURTHER NOTICE that all requests for information concerning the Assets and all requests for information concerning the Bid Procedures, should be directed in writing to (i) the Debtors, Colorep, Inc. and Transprint USA, Inc., 1000 Pleasant Valley Road, Harrisonburg, VA 22801-9790, Attn: Robert Katz, [Proposed] CRO; and (ii) counsel for the Debtors, Stutman, Treister & Glatt, P.C., 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA

90067, Attn: Gary E. Klausner, Esq. and Kizzy L. Jarashow, Esq., or via email to
gklausner@stutman.com and kjarashow@stutman.com.

Dated: August __, 2013

Respectfully submitted,

GARY E. KLAUSNER (STATE BAR NO. 69077)
MARGRETA M. MORGULAS (STATE BAR NO.
224950),
KIZZY L. JARASHOW
**STUTMAN, TREISTER &
GLATT
PROFESSIONAL CORPORATION**
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
Telephone: (310) 228-5600
Telecopy: (310) 228-5788
Email: gklausner@stutman.com
mmorgulas@stutman.com
kjarashow@stutman.com

*[Proposed] Reorganization Counsel
for Debtors and Debtors in Possession*

EXHIBIT C

GARY E. KLAUSNER (STATE BAR NO. 69077)
MARGRETA M. MORGULAS (STATE BAR NO. 224950), and
KIZZY L. JARASHOW (*Pro Hac Vice Application Pending*), Members of
STUTMAN, TREISTER & GLATT
PROFESSIONAL CORPORATION
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
Telephone: (310) 228-5600
Telecopy: (310) 228-5788
Email: gklausner@stutman.com
mmorgulas@stutman.com
kjarashow@stutman.com

[Proposed] Reorganization Counsel
for Debtors and Debtors in Possession

Debtors' Mailing Address:
Colorep, Inc. and Transprint USA, Inc.
100 Pleasant Valley Road
Harrisonburg, VA 22801-9790
Attn: Robert Katz, [Proposed] CRO

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

In re:

COLOREP, INC.,
a California corporation, *et al.*,

Debtors.

Tax I.D. Nos. 94-3055026 (Colorep, Inc.)
and 54-1200596 (Transprint USA, Inc.)

Case No. 13-bk-27689-WB

Chapter 11

(Jointly Administered)

**NOTICE OF AUCTION
AND SALE HEARING**

Hearing date
Date: August 8, 2013
Time: 10:00
Location: Courtroom 1475
255 East Temple Street
Los Angeles, CA 90012

1
2 **PLEASE TAKE NOTICE** that on July 24, 2013, the above-captioned debtors and
3 debtors in possession (the “**Debtors**”) filed their *Motion For Order: (A) Approving Sale and Bid*
4 *Procedures For The Sale Of Substantially All The Assets Of Debtors; (B) Scheduling An Auction*
5 *And Hearing To Consider The Sale And Approve The Form And Manner Of Notice Related*
6 *Thereto; (C) Establishing Procedures Relating To The Assumption And Assignment Of Certain*
7 *Contracts; And (D) Granting Other Related Relief* (the “**Motion**”).⁶ On or about August 9, 2013,
8 the Court entered an order (the “**Bid Procedures Order**”) granting the Motion and approving the
9 bid procedures annexed hereto (the “**Bid Procedures**”) to be used in connection with the auction
10 (the “**Auction**”) of Debtors’ assets (the “**Assets**”). The Assets are being sold free and clear of all
11 liens, claims, encumbrances and interests, provided that section 363(f) of the Bankruptcy Code
12 has been satisfied. The Bid Procedures contemplate that a buyer for the Assets will be identified
13 at the Auction.

14 **Bids**

15 **PLEASE TAKE FURTHER NOTICE** that the deadline for submitting bids by a
16 Qualified Bidder shall be **September 18, 2013** (the “**Bid Deadline**”). Any person interested in
17 participating in the bidding process for all or a portion of the Assets (each, a “**Potential Bidder**”)
18 must satisfy the requirements set forth in the Bid Procedures. Prior to the bid deadline, a
19 Qualified Bidder that desires to make an offer, solicitation or proposal (each, a “**Bid**”) shall
20 deliver written copies of its Bid to (i) the Debtors, Colorep, Inc. and Transprint USA, Inc., 1000
21 Pleasant Valley Road, Harrisonburg, VA 22801-9790, Attn: Robert Katz, [Proposed] CRO; (ii)
22 counsel for the Debtors, Stutman, Treister & Glatt, P.C., 1901 Avenue of the Stars, 12th Floor,
23 Los Angeles, CA 90067, Attn: Gary E. Klausner, Esq., Margreta M. Morgulas, Esq. and Kizzy L.
24 Jarashow, Esq.; and (iii) Counsel to Fuller Smith Capital Management LLC and Meserole, LLC:
25 (a) DLA PIPER LLP (US) 555 Mission Street, Suite 2400, San Francisco, CA 94105 Attn: Frank
26 Pepler, Esq. and (b) DLA PIPER LLP (US), 919 N. Market Street, Suite 1500, Wilmington, DE

27
28 ⁶ Capitalized terms used, but not otherwise defined, herein shall have the meaning assigned to such terms in the Motion.

19801-3046, Attn: Stuart M. Brown, Esq.

Auction

PLEASE TAKE FURTHER NOTICE that Debtors will conduct an auction (the “**Auction**”) to determine the highest and best bid for Assets. The Auction shall commence on **September 19, 2013 at 10:00 a.m. (Eastern Time)**, at the office of Debtors’ counsel, Stutman, Treister & Glatt, P.C., 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067.

PLEASE TAKE FURTHER NOTICE that the Bid Procedures approved by the Bid Procedures Order, attached hereto as Exhibit A, describe the terms of the Auction process, the requirements and deadlines for participation in the Auction, required terms of any bids, and the time, location and conduct of the Auction. In the event of inconsistency or conflict between this notice, the Bid Procedures and the Bid Procedures Order, the Bid Procedures Order shall control.

The Sale Hearing

PLEASE TAKE FURTHER NOTICE that the Court has scheduled a hearing for **September 26, 2013 at 2:00 p.m.** (the “**Sale Hearing**”) to consider approval of the winning bid(s) and confirm the results of the Auction for the Assets. The Sale Hearing may, however, be adjourned in open court from time to time, without further notice. The Sale Hearing will be held before the Honorable Sheri Bluebond, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Central District of California, Los Angeles Division, 255 E. Temple Street, Courtroom 1475, Los Angeles, CA 90012.

PLEASE TAKE FURTHER NOTICE that the Bid Procedures annexed hereto shall govern the bidding process and the Auction of the Assets. Any person that wishes to receive a copy of the Bid Procedures Order shall make such a request in writing to counsel to the Debtors, Stutman, Treister & Glatt, P.C., at 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067, Attn: Kendra A. Johnson (Paralegal), or via facsimile at (310) 228-5788, Attn: Kendra A. Johnson, or via email at kjohnson@stutman.com. Such request must specify whether you would like the requested documents sent via facsimile, email or overnight mail.

Objections

PLEASE TAKE FURTHER NOTICE that any objection to any of the relief to be

requested at the Sale Hearing must be in writing, state the basis of such objection with specificity and shall be filed with the Court, with a courtesy copy to Chambers, and shall be served on: (1) the Debtors, Colorep, Inc. and Transprint USA, Inc., 1000 Pleasant Valley Road, Harrisonburg, VA 22801-9790, Attn: Robert Katz, [Proposed] CRO, with a copy to counsel for the Debtors, Stutman, Treister & Glatt, P.C., 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067, Attn: Gary E. Klausner, Esq. and Kizzy L. Jarashow, Esq.; (2) Counsel to Fuller Smith Capital Management LLC and Meserole, LLC: (a) DLA PIPER LLP (US) 555 Mission Street, Suite 2400, San Francisco, CA 94105 Attn: Frank Pepler, Esq. and (b) DLA PIPER LLP (US), 919 N. Market Street, Suite 1500, Wilmington, DE 19801-3046, Attn: Stuart M. Brown, Esq.; and (iii) The Office of the United States Trustee, 725 S Figueroa St., 26th Floor, Los Angeles, CA 90017, Attn: Ron Maroko, so as to be received by **September 18, 2013 at 12:00 p.m. (Pacific Time)**.

PLEASE TAKE FURTHER NOTICE that all requests for information concerning the Assets and all requests for information concerning the Bid Procedures, should be directed in writing to (i) the Debtors, Colorep, Inc. and Transprint USA, Inc., 1000 Pleasant Valley Road, Harrisonburg, VA 22801-9790, Attn: Robert Katz, [Proposed] CRO; and (ii) counsel for the Debtors, Stutman, Treister & Glatt, P.C., 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067, Attn: Gary E. Klausner, Esq. and Kizzy L. Jarashow, Esq., or via email to gklausner@stutman.com and kjarashow@stutman.com.

1 Dated: August __, 2013

2 Respectfully submitted,

3
4 GARY E. KLAUSNER (STATE BAR NO. 69077)
5 **STUTMAN, TREISTER & GLATT**
6 **PROFESSIONAL CORPORATION**
7 1901 Avenue of the Stars, 12th Floor
8 Los Angeles, CA 90067
9 Telephone: (310) 228-5600
10 Telecopy: (310) 228-5788
11 Email: gklausner@stutman.com

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*[Proposed] Reorganization Counsel
for Debtors and Debtors in Possession*

EXHIBIT D

GARY E. KLAUSNER (STATE BAR NO. 69077)
MARGRETA M. MORGULAS (STATE BAR NO. 224950), and
KIZZY L. JARASHOW (*Pro Hac Vice Application Pending*), Members of
STUTMAN, TREISTER & GLATT
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Email: gklausner@stutman.com
mmorgulas@stutman.com
kjarashow@stutman.com

[Proposed] Reorganization Counsel
for Debtors and Debtors in Possession

Debtors' Mailing Address:
Colorep, Inc. and Transprint USA, Inc.
100 Pleasant Valley Road
Harrisonburg, VA 22801-9790

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

In re:

COLOREP, INC.,
a California corporation, *et al.*,

Debtors.

Tax I.D. Nos. 94-3055026 (Colorep, Inc.)
and 54-1200596 (Transprint USA, Inc.)

Case No. 13-bk-27689-WB

Chapter 11

(Jointly Administered)

**NOTICE TO COUNTERPARTIES TO
EXECUTORY CONTACTS AND
UNEXPIRED LEASES THAT MAY
POTENTIALLY BE ASSUMED AND
ASSIGNED**

CURE NOTICE

Hearing date
Date: August 8, 2013
Time: 10:00 a.m.
Location: Courtroom 1475
255 East Temple Street

Los Angeles, CA 90012

PLEASE TAKE NOTICE that on July 24, 2013, the above-captioned debtors and debtors in possession (the “**Debtors**”) filed their *Motion For Order: (A) Approving Sale and Bid Procedures For The Sale Of Substantially All The Assets Of Debtor; (B) Scheduling An Auction And Hearing To Consider The Sale And Approve The Form And Manner Of Notice Related Thereto; (C) Establishing Procedures Relating To The Assumption And Assignment Of Certain Contracts; And (D) Granting Other Related Relief* (the “**Motion**”).⁷ On or about August 9, 2013, the Court entered an order (the “**Bid Procedures Order**”) granting the Motion and approving the bid procedures annexed hereto (the “**Bid Procedures**”) to be used in connection with the auction (the “**Auction**”) of Debtors’ assets (the “**Assets**”). The Assets are being sold free and clear of all liens, claims, encumbrances and interests, provided that section 363(f) of the Bankruptcy Code has been satisfied. The Bid Procedures contemplate that a buyer for the Assets will be identified at the Auction (the “**Buyer**”).

PLEASE TAKE FURTHER NOTICE that the sale of the Assets will include the assumption and assignment of various executory contracts and unexpired leases (“**Contracts and Leases**”), to the successful Buyer of the Assets at the Auction.

The Sale Hearing

PLEASE TAKE FURTHER NOTICE that the Court has scheduled a hearing for **September 26, 2013** (the “**Sale Hearing**”) to consider approval of the winning bid(s) and confirm the results of the Auction for the Assets. The Sale Hearing may, however, be adjourned in open court from time to time, without further notice. The Sale Hearing will be held before the Honorable Sheri Bluebond, United States Bankruptcy Judge at the United States Bankruptcy Court for the Central District of California, Los Angeles Division, 255 E. Temple Street, Courtroom 1475, Los Angeles, CA 90012.

PLEASE TAKE FURTHER NOTICE that Exhibit A, attached to this notice is a list of

⁷ Capitalized terms used, but not otherwise defined, herein shall have the meaning assigned to such terms in the Motion.

1 all Contracts and Leases that could constitute Assumed Contracts in the Auction of the Assets,
2 together with a designation of the amounts (if any) that, based upon the Debtors' books and
3 records, the Debtors assert are owed to the counterparties to the Contracts and Leases to cure any
4 defaults existing under such contracts as of the Petition Date (the "**Cure Costs**" and this notice a
5 "**Cure Notice**").⁸ If you are receiving this Cure Notice, the Debtors have identified you as a non-
6 debtor counterparty to a Contract or Lease (a "**Counterparty**") that may be sold at the Auction.

7 **PLEASE TAKE FURTHER NOTICE** that the Buyer may exclude any agreement or
8 agreements from the list of executory contracts and leases at any time prior to the closing.

9 **PLEASE TAKE FURTHER NOTICE** that the fact you are a Counterparty receiving
10 this Cure Notice does not mean that the Debtors and any potential Buyer of the Assets have
11 identified any Contract or Lease shown on Exhibit A as one that will be assumed by the Debtors
12 and assigned to the Buyer identified at the Auction (a Contract or Lease assigned to the Buyer an
13 "**Assumed Contract**"). If you are Counterparty to Contract or Lease that is later identified by the
14 Buyer as an Assumed Contract, you will receive a separate Notice of Proposed Assumption and
15 Adequate Assurance of Future Performance ("**Assumption Notice**") that the Debtors' counsel
16 will serve on Counterparties to Assumed Contracts not later than September 19, 2013.

17 **PLEASE TAKE FURTHER NOTICE** that the Debtors will deliver a copy of the
18 Motion to you by facsimile, email or overnight delivery if you send a written request for such
19 delivery to counsel for the Debtors, Stutman, Treister & Glatt, P.C., 1901 Avenue of the Stars,
20 12th Floor, Los Angeles, CA 90067, Attn: Kendra A. Johnson (Paralegal), or via facsimile at
21 (310) 228-5788, Attn: Kendra A. Johnson, or via email to kjohnson@stutman.com. Any request
22 must specify whether you desire requested documents via facsimile, email or overnight delivery.

23 **Objections**

24 **PLEASE TAKE FURTHER NOTICE** that if you disagree with the Cure Cost shown
25 for a Contract or Lease on Exhibit A to which you are a Counterparty, or if you object to the
26

27 ⁸ Your receipt of this notice does not constitute an admission by the Debtors that your agreement actually constitutes
28 an executory contract or unexpired lease under section 365 of the Bankruptcy Code, and the Debtors expressly
reserve the right to challenge the status of any agreement.

1 assumption and assignment of your Contract or Lease on any other ground, you must file an
2 objection in writing with the United States Bankruptcy Court for the Central District of
3 California, Los Angeles Division, 255 E. Temple Street, Courtroom 1475, Los Angeles, CA
4 90012, on or before **September 18, 2013 at 12:00 p.m. (Pacific Time)**. Any objection must set
5 forth the specific default or defaults alleged, set forth any such other ground for objection, and set
6 forth any Cure Cost as alleged by you, and provide a written summary and supporting documents
7 that evidences the difference between the Cure Cost asserted by the Debtors and any Cure Cost
8 that you assert is due.

9 **PLEASE TAKE FURTHER NOTICE** that, except as provided below with respect to
10 Counterparties to Assumed Contracts, any objection to the assumption and assignment of a
11 Contract or Lease other than an objection concerning the Cure Cost or responsive to an
12 Assumption Notice, must be in writing, state the basis of such objection with specificity and shall
13 be filed with the Court, with a courtesy copy to Chambers, and shall be served on: (1) the
14 Debtors, Colorep, Inc. and Transprint USA, Inc., 1000 Pleasant Valley Road, Harrisonburg, VA
15 22801-9790, Attn: Robert Katz, [Proposed CRO], with a copy to counsel for the Debtors,
16 Stutman, Treister & Glatt, P.C., 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067,
17 Attn: Gary E. Klausner, Esq. and Kizzy L. Jarashow, Esq.; (2) Counsel to Fuller Smith Capital
18 Management LLC and Meserole, LLC: (a) DLA PIPER LLP (US) 555 Mission Street, Suite
19 2400, San Francisco, CA 94105 Attn: Frank Pepler, Esq. and (b) DLA PIPER LLP (US), 919 N.
20 Market Street, Suite 1500, Wilmington, DE 19801-3046, Attn: Stuart M. Brown, Esq.; and (iii)
21 The Office of the United States Trustee, 725 S Figueroa St., 26th Floor, Los Angeles, CA 90017,
22 Attn: Ron Maroko, so as to be received by **September 18, 2013 at 12:00 p.m. (Pacific Time)**.

23 **PLEASE TAKE FURTHER NOTICE** that, if you are a Counterparty to an Assumed
24 Contract, and receive an Assumption Notice in connection with the sale of your Contract or Lease
25 to the Buyer, you will be required to assert any objection to assumption and assignment, including
26 any such objection related to adequate assurance of future performance by the Buyer under an
27 Assumed Contract, not later than **September 24, 2013 at 12:00 p.m. (Pacific Time)**..

28 **PLEASE TAKE FURTHER NOTICE THAT IF YOU DO NOT TIMELY FILE**

1 AND SERVE AN OBJECTION AS STATED ABOVE, THE COURT MAY GRANT THE
2 RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE. ANY NON-
3 DEBTOR PARTY TO ANY ASSUMED CONTRACT WHO DOES NOT FILE A TIMELY
4 OBJECTION TO THE CURE COSTS FOR SUCH ASSUMED CONTRACT IS DEEMED
5 TO HAVE CONSENTED TO SUCH CURE COSTS, AND ANY NON-DEBTOR PARTY
6 TO ANY ASSUMED CONTRACT WHO DOES NOT FILE A TIMELY OBJECTION ON
7 OTHER GROUNDS IS DEEMED TO HAVE CONSENTED TO SUCH ASSUMPTION
8 AND ASSIGNMENT.

9 PLEASE TAKE FURTHER NOTICE that all requests for information concerning the
10 Assets and all requests for information concerning the Bid Procedures, should be directed in
11 writing to (i) the Debtors, Colorep, Inc. and Transprint USA, Inc., 1000 Pleasant Valley Road,
12 Harrisonburg, VA 22801-9790, Attn: Robert Katz, [Proposed] CRO; and (ii) counsel for the
13 Debtors, Stutman, Treister & Glatt, P.C., 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA
14 90067, Attn: Gary E. Klausner, Esq. and Kizzy L. Jarashow, Esq., or via email to
15 gklausner@stutman.com and kjarashow@stutman.com.
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28

1 Dated: August ____, 2013

2 Respectfully submitted,

3
4 GARY E. KLAUSNER (STATE BAR NO. 69077)
5 **STUTMAN, TREISTER & GLATT**
6 **PROFESSIONAL CORPORATION**
7 1901 Avenue of the Stars, 12th Floor
8 Los Angeles, CA 90067
9 Telephone: (310) 228-5600
10 Telecopy: (310) 228-5788
11 Email: gklausner@stutman.com

12 *[Proposed] Reorganization Counsel*
13 *for Debtors and Debtors in Possession*
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28

EXHIBIT E

GARY E. KLAUSNER (STATE BAR NO. 69077)
MARGRETA M. MORGULAS (STATE BAR NO. 224950), and
KIZZY L. JARASHOW (*Pro Hac Vice Application Pending*), Members of
STUTMAN, TREISTER & GLATT
PROFESSIONAL CORPORATION
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
Telephone: (310) 228-5600
Telecopy: (310) 228-5788
Email: gklausner@stutman.com
mmorgulas@stutman.com
kjarashow@stutman.com

[Proposed] Reorganization Counsel
for Debtors and Debtors in Possession

Debtors' Mailing Address:
Colorep, Inc. and Transprint USA, Inc.
100 Pleasant Valley Road
Harrisonburg, VA 22801-9790

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

In re:

COLOREP, INC.,
a California corporation, *et al.*,

Debtors.

Tax I.D. Nos. 94-3055026 (Colorep, Inc.)
and 54-1200596 (Transprint USA, Inc.)

Case No. 13-bk-27689-WB

Chapter 11

(Jointly Administered)

**NOTICE TO COUNTERPARTIES TO
EXECUTORY CONTACTS AND
UNEXPIRED LEASES THAT ARE
PROPOSED TO BE ASSUMED AND
ASSIGNED**

ASSUMPTION NOTICE

Hearing date

Date: August 8, 2013
Time: 10:00 a.m.
Location: Courtroom 1475
255 East Temple Street

Los Angeles, CA 90012

PLEASE TAKE NOTICE that on July 24, 2013, the above-captioned debtors and debtors in possession (the “**Debtors**”) filed their *Motion For Order: (A) Approving Sale and Bid Procedures For The Sale Of Substantially All The Assets Of Debtor; (B) Scheduling An Auction And Hearing To Consider The Sale And Approve The Form And Manner Of Notice Related Thereto; (C) Establishing Procedures Relating To The Assumption And Assignment Of Certain Contracts; And (D) Granting Other Related Relief* (the “**Motion**”).⁹ On or about August 9, 2013, the Court entered an order (the “**Bid Procedures Order**”) granting the Motion and approving the bid procedures annexed hereto (the “**Bid Procedures**”) to be used in connection with the auction (the “**Auction**”) of Debtors’ assets (the “**Assets**”). The Bid Procedures contemplated that a buyer for the Assets will be identified at the Auction (the “**Buyer**”) and that Buyer has been identified.

PLEASE TAKE FURTHER NOTICE that the Court has scheduled a hearing for **September 26, 2013 at 2:00 p.m.** (the “**Sale Hearing**”) to consider approval of the winning bid(s) and confirm the results of the Auction for the Assets. The Sale Hearing will be held before the Honorable Sheri Bluebond, United States Bankruptcy Judge at the United States Bankruptcy Court for the Central District of California, Los Angeles Division, 255 E. Temple Street, Courtroom 1475, Los Angeles, CA 90012. You have previously received notice of the Bid Procedures Order, the Sale Hearing, and because you are a party to an executory contract or unexpired lease with the Debtor, a Notice to Counterparties to Executory Contracts and Unexpired Leases Potentially to be Assumed and Assigned: Cure Notice (“**Cure Notice**”). You were required to object to the Cure Notice and Cure Cost not later than September 18, 2013. If you did not object to the Cure Cost by September 18, your objection to the Cure Cost has been waived and may no longer be asserted.

PLEASE TAKE FURTHER NOTICE that an executory contract or unexpired lease to which you are a Counterparty, has been identified by the Buyer as an Asset that the Buyer desires

⁹ Capitalized terms used, but not otherwise defined, herein shall have the meaning assigned to such terms in the Motion.

1 to purchase and have assigned to it in full (an “**Assumed Contract**”). You may now assert an
2 objection to the assumption and assignment to the Buyer of an Assumed Contract to which you
3 are the Counterparty.

4 **PLEASE TAKE FURTHER NOTICE** that if you have timely filed an objection to the
5 Cure Cost, that objection will be addressed at the Sale Hearing. If you did not timely file an
6 objection to the Cure Cost, that objection has now been waived and may not be asserted.

7 **PLEASE TAKE FURTHER NOTICE** that if you object to the assumption and
8 assignment of your Assumed Contract on any ground other than the Cure Cost, including but not
9 limited to the adequate assurance of future performance offered by the Buyer in respect of your
10 Assumed Contract, you must file an objection in writing with the United States Bankruptcy Court
11 for the Central District of California, Los Angeles Division, 255 E. Temple Street, Courtroom
12 1475, Los Angeles, CA 90012, on or before **September 24, 2013 at 12:00 p.m. (Pacific Time)**.
13 Any objection must set forth the specific grounds for objection, and must state with specificity
14 why you believe that the Buyer’s assumption of the Assumed Contract will not constitute
15 adequate assurance of future performance under the Assumed Contract.

16 **PLEASE TAKE FURTHER NOTICE** that any objection that you file in response to
17 this Assumption Notice will be considered by the Court at the Sale Hearing. If you do not file a
18 response to this Assumption Notice, then the Court may enter at the Sale Hearing, an order
19 permitting assumption and assignment to the Buyer of the Assumed Contract. After entry of an
20 order permitting assumption and assignment of the Assumed Contract, you may not thereafter
21 raise any objection to the Cure Cost, the assumption and assignment of the Assumed Contract to
22 the Buyer, or the Buyer’s adequate assurance of future performance under the Assumed Contract.

23 **PLEASE TAKE FURTHER NOTICE** that any objection in response to this
24 Assumption Notice, must be filed with the Court, with a courtesy copy to Chambers, and must be
25 served on: (1) the Debtors, Colorep, Inc. and Transprint USA, Inc., 1000 Pleasant Valley Road,
26 Harrisonburg, VA 22801-9790, Attn: Robert Katz, [Proposed CRO], with a copy to counsel for
27 the Debtors, Stutman, Treister & Glatt, P.C., 1901 Avenue of the Stars, 12th Floor, Los Angeles,
28 CA 90067, Attn: Gary E. Klausner, Esq. and Kizzy L. Jarashow, Esq.; (2) Counsel to Fuller

1 Smith Capital Management LLC and Meserole, LLC: (a) DLA PIPER LLP (US) 555 Mission
2 Street, Suite 2400, San Francisco, CA 94105 Attn: Frank Pepler, Esq. and (b) DLA PIPER LLP
3 (US), 919 N. Market Street, Suite 1500, Wilmington, DE 19801-3046, Attn: Stuart M. Brown,
4 Esq.; and (iii) The Office of the United States Trustee, 725 S Figueroa St., 26th Floor, Los
5 Angeles, CA 90017, Attn: Ron Maroko.

6
7 Dated: August __, 2013

8 Respectfully submitted,

9
10 GARY E. KLAUSNER (STATE BAR NO. 69077)
11 MARGRETA M. MORGULAS (STATE BAR NO.
12 224950),
13 KIZZY L. JARASHOW
14 **STUTMAN, TREISTER & GLATT**
15 **PROFESSIONAL CORPORATION**
16 1901 Avenue of the Stars, 12th Floor
17 Los Angeles, CA 90067
18 Telephone: (310) 228-5600
19 Telecopy: (310) 228-5788
20 Email: gklausner@stutman.com
21 mmorgulas@stutman.com
22 kjarashow@stutman.com

23
24
25
26
27
28
*[Proposed] Reorganization Counsel
for Debtors and Debtors in Possession*

NOTICE OF ENTERED ORDER AND SERVICE LIST

Notice is given by the court that a judgment or order entitled :
ORDER: (A) APPROVING SALE AND BID PROCEDURES FOR THE SALE OF SUBSTANTIALLY ALL ASSETS OF THE DEBTOR; (B) SCHEDULING AN AUCTION AND HEARING TO CONSIDER THE SALE AND APPROVE THE FORM AND MANNER OF NOTICE RELATED THERETO; (C) ESTABLISHING PROCEDURES RELATING TO THE ASSUMPTION AND ASSIGNMENT OF CERTAIN CONTRACTS; AND (D) GRANTING OTHER RELATED RELIEF

was entered on the date indicated as "Entered" on the first page of this judgment or order and will be served in the manner stated below:

1. SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF) - Pursuant to controlling General Orders and LBRs, the foregoing document was served on the following persons by the court via NEF and hyperlink to the judgment or order. As of August 8, 2013, the following persons are currently on the Electronic Mail Notice List for this bankruptcy case or adversary proceeding to receive NEF transmission at the email addresses stated below.

☒ Service information continued
on attached page

2. SERVED BY THE COURT VIA UNITED STATES MAIL: A copy of this notice and a true copy of this judgment or order was sent by United States mail, first class, postage prepaid, to the following persons and/or entities at the addresses indicated below:

☐ Service information continued
on attached page

3. TO BE SERVED BY THE LODGING PARTY: Within 72 hours after receipt of a copy of this judgment or order which bears an "Entered" stamp, the party lodging the judgment or order will serve a complete copy bearing an "Entered" stamp by United States mail, overnight mail, facsimile transmission or email and file a proof of service of the entered order on the following persons and/or entities at the addresses, facsimile transmission numbers, and/or email addresses stated below:

☒ Service information continued
on attached page

1. **SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF:**

Brian L Davidoff on behalf of Creditor Quercus Trust
bdavidoff@greenbergglusker.com,
jreinglass@greenbergglusker.com;kwoodson@greenbergglusker.com;calendar@greenbergglusker.c
om;sgaeta@greenbergglusker.com

Patrick B Howell on behalf of Creditor Sensient Imaging Technologies S.A., Sensient
Technologies Corporation
phowell@whdlaw.com, dprim@whdlaw.com;tmichalak@whdlaw.com

Ron Maroko on behalf of U.S. Trustee United States Trustee (LA)
ron.maroko@usdoj.gov

David W. Meadows on behalf of Creditor Virginia Electric And Power Co
david@davidwmeadowslaw.com

Stephan W Milo on behalf of Interested Party Courtesy NEF
smilo@wawlaw.com, psilling@wawlaw.com

Margreta M Morgulas on behalf of Debtor Colorep, Inc.
mmorgulas@stutman.com

Margreta M Morgulas on behalf of Debtor Transprint USA, Inc.
mmorgulas@stutman.com

Michael S Neumeister on behalf of Debtor Colorep, Inc.
mneumeister@stutman.com

Frank T Pepler on behalf of Creditor Meserole, LLC
frank.pepler@dlapiper.com

Danielle A Pham on behalf of Debtor Colorep, Inc.
dpham@stutman.com, daniellepham@gmail.com

Jeffrey M. Reisner on behalf of Interested Party Courtesy NEF
jreisner@irell.com

Christopher O Rivas on behalf of Creditor Columbia Gas of Virginia, Inc.
crivas@reedsmith.com

United States Trustee (LA)
ustpreregion16.la.ecf@usdoj.gov

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central
District of California.

June 2012

F 9021-1.1.NOTICE.ENTERED.ORDER

Error! Unknown document property name.

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

June 2012

F 9021-1.1.NOTICE. ENTERED. ORDER

Error! Unknown document property name.

3. TO BE SERVED BY THE LODGING PARTY:

Debtors:

Colorep, Inc. and Transprint
USA, Inc.
Attn: Robert Katz
1000 Pleasant Valley Road
Harrisonburg, VA 22801-9790

Internal Revenue Service
PO Box 21126
Philadelphia, PA 19114

20 Largest Creditors

Anthem Blue Cross Blue Shield
Attn: Dianne Loving
P.O. Box 580494
Charlotte, NC 28258

Domtar Corporation
Port Huron Mill
1700 Washington Avenue
Port Huron, MI 48060

Domtar Corporation
Subsidiary Of Domtar Ind
1700 Washington Avenue
Port Huron, MI 48060

Dominion Va Power
Attn: Barbara Smith
P.O. Box 26666
Richmond, VA 23261-6666

Dominion Virginia Power
P.O. Box 26019
Richmond, VA 23260-6019

Krausz Puente LLC
c/o The Krausz Companies
44 Montgomery St, Ste 3300
San Francisco, CA 94104

Krausz Puente LLC
11383 Newport Dr
Rancho Cucamonga, CA 91730-5536

Stonefield Josephson, Inc.
Attn: Steve Rapattoni, CPA
5 Park Plaza, Suite 700
Irvine, CA 92614

Susan D'Arcy
aka SRD International
95 East Broadway
Roslyn, NY 11576

Mimaki USA, Inc.
c/o Wiliam Hearnburg, Jr.
Smith, Gambrell & Russell, LLP
Promenade, Suite 3100
1230 Peachtree Street N.E.
Atlanta, GA 30309

Mimaki USA, Inc.
Dept. CH 17368
Palatine, IL 6055-7368

Bonnie Julian
1244 Pole Branch Rd
Clover, SC 29710

L.H. Charney Associates, LLC
Attn: Bruce Block
1441 Broadway
New York, New York 10018

Counsel to L.H. Charney
Associates, LLC
Attn: Scott S. Markowitz
Tarter Krinsky & Drogin LLP
1350 Broadway
New York, NY 10018

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central
District of California.

June 2012

F 9021-1.1.NOTICE.ENTERED.ORDER

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Fish & Associates
Attn: Mei Tsang
2603 Main Street, Suite 10000
Irvine, CA 92614-4271

Fedex - Techconnect
Attn: Pam Gish
Lockbox 360353
500 Ross St. Rm 154-0455
Pittsburg, PA 15252

Federal Express Corp.
PO Box 371461
Pittsburgh, PA 15250-7461

Stand Energy Corporation
Attn Kathy Kellems, Credit
Manager
1077 Celestial St., Suite 110
Cincinnati, OH 45202

Stand Energy Corporation
PO Box 632712
Pittsburgh, PA 15250-7461

Carlo Tenconi
Via Stromboli 209
Milan 20144
ITALY

Atlantic Paper Company
430 Feheley Drive
King of Prussia, PA 19406

Univar USA, Inc.
Attn: Doug Putney
1001 Old Bermuda Hundred Rd
Chester, VA 23836

Univar USA, Inc.
P. O. Box 409692
Atlanta, GA 30384-9692

PBMares /PBGH
Attn: Mary Aldrich
558 South Main Street
Harrisonburg, VA 22801

Columbia Gas GTS Account
P.O. Box 742529
Cincinnati, OH 45274-2529

Chemsolv, Inc.
P.O. Box 13847
Roanoke, VA 24037

Dupont Company
Attn: Jenna Pike
1007 Market Street
Wilmington, DE 19898

Dupont Company
Cashier's Office D-8003-3
1007 Market Street
Wilmington, DE 19898

Shelter Capital Partners fka
Yazam LLC
Attn: Rodney Friedman
10880 Wilshire Blvd., Suite 1850
Los Angeles, CA 90024

Nexeo Solutions
3 Waterway Square Place
Suite 1000
The Woodlands, TX 77380

Nexeo Solutions LLC
62190 Collections Center Dr
Chicago, IL 60693-0621

Secured Lenders

Meserole, LLC
Attn: Ari Hirt
152 W 57th Street, 4th Fl.
New York, NY 10019

Counsel to Meserole LLC
DLA Piper LLP (US)
Attn: Stuart M. Brown
919 N. Market St., # 1500
Wilmington, DE 19801

Counsel to Meserole LLC
DLA Piper LLP (US)
Attn: Frank Pepler & Bertrand
Pan
550 S. Hope Street, #2300
Los Angeles, CA 90071-2678

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central
District of California.

June 2012

F 9021-1.1.NOTICE. ENTERED. ORDER

Error! Unknown document property name.

3. SERVED BY FEDERAL EXPRESS AND/OR OVERNIGHTMAIL:

Colorep
Postpetition Creditor Matrix
574562v2

Colorep Inc
CO Law Offices of Joseph P Bartlett
1900 Avenue of the Stars 20th Floor
Los Angeles, CA 90067

Gary Klausner Esq
Margreta M Morgulas Esq
Stutman Treister and Glatt
1901 Avenue of the Stars 12th Floor
Los Angeles, CA 90067

United States Trustee
725 South Figueroa Street
Suite 2600
Los Angeles, CA 90017

A O Textile Inc
149 W 36th Street
10th Floor
New York, NY 10018

Aaron Dean
302 3rd Street
Shenandoah, VA 22849

Aaron Simon
86 14 Avon Street
Jamaica Estates, NY 11432

Aberdeen Fabrics Inc
11548 US Hwy 15 501 South
Aberdeen, NC 28315

ACC Business
Attn Ron Vanderwege
400 West Ave
Rochester, NY 14611

ACC Business
PO Box 105306
Atlanta, GA 30348-5306

Access America Transport Inc
PO Box 740048
Atlanta, GA 30374-0048

Acharee Apibunyopas
23 Renner Ave
Bloomfield, NJ 07003

Acigraf Graphic Equipments S r l
20060 Ornago MI
Via Fermi N 10
20060 Ornago, ITALY

Affordable Corporate Suites
20 Pleasant Hill Road
Harrisonburg, VA 22801

Agetex
553 Rue de la Bataillarde
F 73000 Chambéry
FRANCE

Aicello North America Inc
No 206 277 Mountain Highway
North Vancouver, British Columbia
CANADA V7J 3T6

Airgas Safety
PO Box 951884
Dallas, TX 75395-1884

Airgas USA, LLC
PO Box 802576
Chicago, IL 60680-2576

Allied Electronics, Inc
Accounts Receivable Dept
PO Box 2325
Fort Worth, TX 76113-2325

Allied Waste
1831 Avon Street Ext
Charlottesville, VA 22902

AllStar Air Conditioning and Heating
5808 Hellman Ave
Alto Loma, CA 91737

Amanda Shifflett
2967 E Point Rd
Elkton, VA 22827

American Arbitration Association
6795 North Palm Ave
2nd Floor
Fresno, CA 93704

American Express
PO Box 981540
El Paso, TX 79998-1540

American Express
Box 0001
Los Angeles, CA 90096-0001

American Express
PO Box 1270
Newark, NJ 07101-1270

American Express
PO Box 2855
New York, NY 10116-2855

American Industries Inc
Box 1405
Lumberton, NC 28359-1405

American Roller Company Inc
8214 Solutions Center
Chicago, IL 60677-8002

Amerigas Bloomington 1120
PO Box 7155
Pasadena, CA 91109-7155

Amerigas
PO Box 371473
Pittsburgh, PA 15250-7473

Amie Nu To Luong
10148 Green St
Temple City, CA 91780

Andrew Mackenzie
137 Falcon Lane
Weyers Cave, VA 24486

Andrew Sites
512 West Market Street
Harrisonburg, VA 22802

Andy Appleford
4 Redd Landes
Shirenewton Chepstow
Monmouthshire NP16 6AQ
ENGLAND

Anne R Grupp Law Offices
1418 Carne Road
Ojai, CA 93023-9613

Anne Rand
392 Rutland Ave
Teaneck, NJ 07666-2824

Anthem BCBS
PO Box 580494
Charlotte, NC 28258

Anthem Blue Cross Blue Shield
Attn Anne Turner
602 South Jefferson Street
Roanoke, VA 24011

Anthem Dental
Attn Kris Taylor
PO Box 1171
Minneapolis, MN 55440

Anthem Dental
PO Box 202837
Department 83702
Dallas, TX 75320-2837

AO Textiles Inc
18 22 Creekside
Deptford
London SE8 3DZ ENGLAND

Apex Aridyne Corp
168 Doughty Blvd
Inwood, NY 11096

Applied Industrial Tech Inc
PO Box 905794
Charlotte, NC 28290-5794

Arbill Industries Inc
PO Box 820542
Philadelphia, PA 19101

Arbutus Mongold
6812 Hopkins Gap Road
Fulks Run, VA 22830

Arcadis
630 Plaza Drive
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Stork Prints America, Inc
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