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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 GRANTING IN PART AND  
DENYING IN PART THE OBJECTIONS  
OF VIRGINIA ELECTRIC AND POWER  
COMPANY D/B/A DOMINION  
VIRGINIA POWER AND COLUMBIA  
GAS OF VIRGINIA, INC. TO THE  
ORDER GRANTING EMERGENCY  
MOTION FOR ORDER: (I) DEEMING  
UTILITIES ADEQUATELY ASSURED  
OF FUTURE PERFORMANCE; AND  
(II) ESTABLISHING PROCEDURES  
FOR DETERMINING REQUESTS FOR  
ADDITIONAL ASSURANCE  
PURSUANT TO BANKRUPTCY CODE  
SECTION 366 [DOCKET NO. 54]**

**Hearing Date**

Date: August 28, 2013  
Time: 10:00 a.m.  
Location: Courtroom 1475  
255 East Temple Street  
Los Angeles, CA 90012

**FILED & ENTERED**

**SEP 09 2013**

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

At the above-captioned time and place (the "Hearing"), this Court held a hearing on the *Objection of Virginia Electric and Power Company d/b/a Dominion Virginia Power to the Emergency Motion for Order: (I) Deeming Utilities Adequately Assured of Future Performance; and (II) Establishing Procedures for Determining Requests for Additional Assurance Pursuant to Bankruptcy Code Section 366* [Docket No. 72] (the "Dominion Objection"), filed by Virginia Electric and Power Company d/b/a Dominion Virginia Power ("Dominion"), and the *Objection of Columbia Gas of Virginia, Inc. to Debtors' Proposed Adequate Assurance of Payment for Utility Service Pursuant to 11 U.S.C. § 366(c)(3)* [Docket No. 88] (the "Columbia Objection", and together with the Dominion Objection, the "Objections"), filed by Columbia Gas of Virginia, Inc. ("Columbia", and together with Dominion, the "Utilities"). Through the Objections, the Utilities challenged, among other things, (i) the amount and form of "assurance of payment" to which they are entitled under Bankruptcy Code section 366, and (ii) whether paragraph 2 of the *Order Granting Emergency Motion for Order: (I) Deeming Utilities Adequately Assured of Future Performance; and (II) Establishing Procedures for Determining Requests for Additional Assurance Pursuant to Bankruptcy Code Section 366* [Docket No. 54] (the "Utilities Order") was validly entered under applicable sections of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules").

Upon review and consideration of the Objections, the *Debtors' Omnibus Response to Objections Filed by Virginia Electric and Power Company d/b/a Dominion Virginia Power* [Docket No. 72] and *Columbia Gas of Virginia, Inc.* [Docket No. 88] to Amount and Scope of Adequate Assurance That Certain Utilities are Entitled to Under Bankruptcy Code Section 366 [Docket No. 147] (the "Debtors' Response"), filed by Colorep, Inc. and Transprint USA, Inc. (together, the "Debtors"), all evidence offered in support of the Debtors' Response [Docket Nos. 148–49], the Utilities' respective replies in support of the Objections and evidence offered in support thereof [Docket Nos. 154, 156, 159], the record in the above-captioned cases, and the arguments of counsel at the Hearing, the Court hereby finds, based on its findings of fact and conclusions of law stated on the record at the Hearing, that the Utilities Order was entered with valid notice to all interested parties, that Dominion shall be entitled to a deposit of \$32,174.00 as "adequate assurance of

1 payment" under Bankruptcy Code section 366, that Columbia shall be entitled to a deposit of  
2 \$12,000 as "adequate assurance of payment" under Bankruptcy Code section 366, and that the  
3 Utilities Order shall remain valid and in effect except as specifically provided herein.

4 **NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND**  
5 **DECREED, AS FOLLOWS:**

6 1. The Objections are GRANTED in part, and DENIED in part.  
7 2. Within 5 days of the entry of this Order, the Debtors shall provide Dominion  
8 with a deposit in the amount of \$32,174.00 as adequate assurance of payment for Dominion's  
9 postpetition services during the Debtors' above-captioned bankruptcy proceedings (the "Dominion  
10 Deposit"). In the event the Debtors fail to timely pay Dominion for Dominion's postpetition services  
11 under applicable nonbankruptcy law, Dominion may setoff against the Dominion Deposit for the  
12 amount of any postpetition arrearage, without first obtaining relief from the automatic stay under  
13 Bankruptcy Code section 362(b).

14 3. Within 5 days of the entry of this Order, the Debtors shall provide Columbia  
15 with a deposit in the amount of \$12,000.00 as adequate assurance of payment for Columbia's  
16 postpetition services during the Debtors' above-captioned bankruptcy proceedings (the "Columbia  
17 Deposit"). In the event the Debtors fail to timely pay Columbia for Columbia's postpetition services  
18 under applicable nonbankruptcy law, Columbia may setoff against the Columbia Deposit for the  
19 amount of any postpetition arrearage, without first obtaining relief from the automatic stay under  
20 Bankruptcy Code section 362(b).

21 4. The Utilities may be paid by the Debtors, in part, by reducing the amount of  
22 funds placed in an escrow account under paragraph 3 of the Utilities Order, by the amount that was  
23 allocated to the Utilities for their average utility usage.

24 5. Paragraph 2 of the Utilities Order shall be modified to read as follows: "The  
25 Debtors' utility service providers (the "Utilities") are prohibited from altering, refusing,  
26 discontinuing service to, or discriminating against the Debtors, without first obtaining an order from  
27 the Court granting relief from the automatic stay under Bankruptcy Code section 362(b)."  
28

6. The Utilities Order shall remain valid and in effect, unless specifically  
modified herein.

7. The Court retains jurisdiction to enforce the terms of this Order and the  
Utilities Order.

Presented by:

/s/ Michael S. Neumeister

Gary E. Klausner  
Michael S. Neumeister  
STUTMAN, TREISTER & GLATT, P.C.

Reorganization Counsel  
for Debtors and Debtors-in-Possession

Approved as to form by:

David W. Meadows  
LAW OFFICES OF DAVID W. MEADOWS

and

Russell R. Johnson III  
John M. Craig  
LAW FIRM OF RUSSEL R. JOHNSON III, PLC

Counsel for Virginia Electric and Power  
Company d/b/a Dominion Virginia Power

Christopher O. Rivas  
REED SMITH LLP

Counsel for Columbia Gas of Virginia, Inc.

###

Date: September 9, 2013



Sheri Bluebond  
United States Bankruptcy Judge

1                   6.     The Utilities Order shall remain valid and in effect, unless specifically  
2 modified herein.

3                   7.     The Court retains jurisdiction to enforce the terms of this Order and the  
4 Utilities Order.

5  
6 Presented by:

7  
8 /s/ Michael S. Neumeister

9 Gary E. Klausner  
Michael S. Neumeister  
STUTMAN, TREISTER & GLATT, P.C.

10 Reorganization Counsel  
11 for Debtors and Debtors-in-Possession

12 Approved as to form by:

13  
14 David W. Meadows  
LAW OFFICES OF DAVID W. MEADOWS

15 and

16 Russell R. Johnson III  
17 John M. Craig  
LAW FIRM OF RUSSEL R. JOHNSON III, PLC

18 Counsel for Virginia Electric and Power  
19 Company d/b/a Dominion Virginia Power

20  
21   
22 Christopher O. Rivas  
REED SMITH LLP

23 Counsel for Columbia Gas of Virginia, Inc.  
24

25 ###  
26  
27  
28

1                   6.       The Utilities Order shall remain valid and in effect, unless specifically  
2 modified herein.

3                   7.       The Court retains jurisdiction to enforce the terms of this Order and the  
4 Utilities Order.

5  
6 Presented by:

7  
8 /s/ Michael S. Neumeister

9 Gary E. Klausner  
Michael S. Neumeister  
STUTMAN, TREISTER & GLATT, P.C.

10 Reorganization Counsel  
11 for Debtors and Debtors-in-Possession

12 Approved as to form by:

13   
14 David W. Meadows  
LAW OFFICES OF DAVID W. MEADOWS

15 and

16 Russell R. Johnson III  
17 John M. Craig  
18 LAW FIRM OF RUSSEL R. JOHNSON III, PLC

19 Counsel for Virginia Electric and Power  
Company d/b/a Dominion Virginia Power

20  
21  
22 Christopher O. Rivas  
23 REED SMITH LLP

24 Counsel for Columbia Gas of Virginia, Inc.

25  
26 ###  
27  
28

## NOTICE OF ENTERED ORDER AND SERVICE LIST

Notice is given by the court that a judgment or order entitled (*specify*): **ORDER GRANTING IN PART AND DENYING IN PART THE OBJECTIONS OF VIRGINIA ELECTRIC AND POWER COMPANY D/B/A DOMINION VIRGINIA POWER AND COLUMBIA GAS OF VIRGINIA, INC. TO THE ORDER GRANTING EMERGENCY MOTION FOR ORDER: (I) DEEMING UTILITIES ADEQUATELY ASSURED OF FUTURE PERFORMANCE; AND (II) ESTABLISHING PROCEDURES FOR DETERMINING REQUESTS FOR ADDITIONAL ASSURANCE PURSUANT TO BANKRUPTCY CODE SECTION 366 [DOCKET NO. 54]** was entered on the date indicated as \_\_\_\_\_, 2013 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 September 4, 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:

Atty/ VA Elec. & Power Co dba  
Dominion VA Power  
David W. Meadows  
Law Offices of David W. Meadows  
1801 Century Park East, Suite 1235  
Los Angeles, CA 90067

Atty/ VA Elec. & Power Co. dba  
Dominion VA Power  
Russell R. Johnson III / John M. Craig  
Law Firm of Russell R. Johnson III, PLC  
2258 Wheatlands Drive  
Manakin-Sabot, VA 23103

Atty/ Columbia Gas of VA, Inc.  
Christopher O. Rivas  
Reed Smith LLPO  
355 South Grand Ave., #2900  
Los Angeles, CA 90071-1514

☒ 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.com;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 Columbia Gas of Virginia, Inc.  
david@davidwmeadowslaw.com

David W. Meadows on behalf of Creditor Virginia Electric And Power Co  
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Stephan W Milo on behalf of Interested Party Courtesy NEF  
smilo@wawlaw.com, psilling@wawlaw.com

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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

Michael S Neumeister on behalf of Debtor Transprint USA, Inc.  
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Michael S Neumeister on behalf of Debtor In Possession Transprint USA, Inc.  
mneumeister@stutman.com

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

Danielle A Pham on behalf of Debtor Colorep, Inc.  
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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

Nicola G Suglia, Esq on behalf of Creditor Canon Financial Services, Inc. c/o Fleischer, Fleischer & Suglia  
nsuglia@fleischerlaw.com



United States Trustee (LA)  
ustpregion16.la.ecf@usdoj.gov

**3. TO BE SERVED BY THE LODGING PARTY:**

Colorep, Inc.  
Limited Service List  
6400.000 Rev. 8/6/13  
575550v1

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

Atty/Debtor  
G.E. Klausner, M.M. Morgulas,  
K.L. Jarashow, M.S. Neumeister  
Stutman, Treister & Glatt P.C.  
1901 Ave. of the Stars, 12th Fl.  
Los Angeles, CA 90067

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  
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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.  
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Palatine, IL 6055-7368

Bonnie Julian  
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Clover, SC 29710

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

Fish & Associates  
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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 Fehleley 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

Colorep, Inc.  
Utility Service List (8/30/13)  
Document #576249  
6400-000

Utility Providers

Allied Waste  
1831 Avon Street Ext.  
Charlottesville, VA 22902

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

Duke Energy  
P.O. Box 1090  
Charlotte, NC 28201-1090

Columbia Gas  
Attn: Keith Martin  
200 Civic Center Dr.  
Columbus, OH 43215

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

Sprint  
Attn: Mildred Walker  
PO Box 8077  
London, KY 40742

Time Warner Cable  
P.O. Box 77169  
Charlotte, NC 28271-7169

Verizon South  
PO Box 33078  
St. Petersburg, FL 33733

Verizon South  
Attn: Bankruptcy Matters  
500 Technology Drive, Suite 550  
Weldon Spring, MO 63304

Verizon NY  
PO Box 15124  
Albany, NY 12212-5124

Verizon NY  
Attn: Bankruptcy Matters  
500 Technology Drive, Suite 550  
Weldon Spring, MO 63304

Verizon NY Internet  
PO Box 33078  
St. Petersburg, FL 33733

Verizon NY Internet  
Attn: Bankruptcy Matters  
500 Technology Drive, Suite 550  
Weldon Spring, MO 63304

Verizon Business  
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Dallas, TX 75266-0794

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2155 Beery Rd  
Harrisonburg, VA 22801-9655

Rockingham Co. Treasurer  
20 East Gay Street  
Harrisonburg, VA 22802