

1 GARY E. KLAUSNER (STATE BAR NO. 69077)
gklausner@stutman.com
2 Michael S. Neumeister (STATE BAR NO. 274220)
mneumeister@stutman.com
3 STUTMAN, TREISTER & GLATT
PROFESSIONAL CORPORATION
4 1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
5 Telephone: (310) 228-5600
Telecopy: (310) 228-5788



6 Reorganization Counsel
7 for Debtors and Debtors in Possession

8 Debtors' Mailing Address:
Colorep, Inc. and Transprint USA, Inc.
9 100 Pleasant Valley Road
Harrisonburg, VA 22801-9790
10 Attn: Robert Katz, [Proposed] CRO

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

13 In re)
14)
14 COLOREP, INC.,)
15 a California corporation, *et al.*,)
16)
16 Debtors.)
17 Tax I.D. Nos. 94-3055026 (Colorep, Inc.) and)
18 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

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

18 Upon review and consideration of the Objections, the *Debtors' Omnibus Response to*
19 *Objections Filed by Virginia Electric and Power Company d/b/a Dominion Virginia Power* [Docket
20 *No. 72]* and *Columbia Gas of Virginia, Inc.* [Docket No. 88] *to Amount and Scope of Adequate*
21 *Assurance That Certain Utilities are Entitled to Under Bankruptcy Code Section 366* [Docket No.
22 147] (the "Debtors' Response"), filed by Colorep, Inc. and Transprint USA, Inc. (together, the
23 "Debtors"), all evidence offered in support of the Debtors' Response [Docket Nos. 148–49], the
24 Utilities' respective replies in support of the Objections and evidence offered in support thereof
25 [Docket Nos. 154, 156, 159], the record in the above-captioned cases, and the arguments of counsel
26 at the Hearing, the Court hereby finds, based on its findings of fact and conclusions of law stated on
27 the record at the Hearing, that the Utilities Order was entered with valid notice to all interested
28 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

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 Presented by:

6

/s/ Michael S. Neumeister

7

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

9

Reorganization Counsel
for Debtors and Debtors-in-Possession

10

11

Approved as to form by:

12

David W. Meadows
LAW OFFICES OF DAVID W. MEADOWS

13

14

and

15

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

16

17

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

18

19

Christopher O. Rivas
REED SMITH LLP

20

Counsel for Columbia Gas of Virginia, Inc.

21

###

22

23

24

Date: September 9, 2013

25



Sheri Bluebond
United States Bankruptcy Judge

26

27

28

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

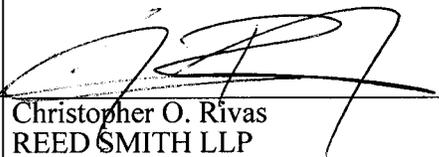
3 7. The Court retains jurisdiction to enforce the terms of this Order and the
4 Utilities Order.

5
6 Presented by:

7
8 /s/ Michael S. Neumeister
9 Gary E. Klausner
10 Michael S. Neumeister
11 STUTMAN, TREISTER & GLATT, P.C.
12 Reorganization Counsel
13 for Debtors and Debtors-in-Possession

14 Approved as to form by:

15 David W. Meadows
16 LAW OFFICES OF DAVID W. MEADOWS
17 and
18 Russell R. Johnson III
19 John M. Craig
20 LAW FIRM OF RUSSEL R. JOHNSON III, PLC
21 Counsel for Virginia Electric and Power
22 Company d/b/a Dominion Virginia Power

23 
24 Christopher O. Rivas
25 REED SMITH LLP
26 Counsel for Columbia Gas of Virginia, Inc.

27
28
###

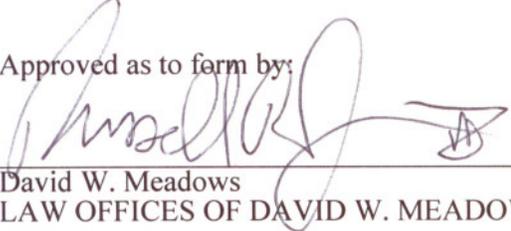
1 6. The Utilities Order shall remain valid and in effect, unless specifically
2 modified herein.

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
10 Michael S. Neumeister
11 STUTMAN, TREISTER & GLATT, P.C.

12 Reorganization Counsel
13 for Debtors and Debtors-in-Possession

14 Approved as to form by:
15 
16 _____
17 David W. Meadows
18 LAW OFFICES OF DAVID W. MEADOWS

19 and
20 Russell R. Johnson III
21 John M. Craig
22 LAW FIRM OF RUSSEL R. JOHNSON III, PLC

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

25 _____
26 Christopher O. Rivas
27 REED SMITH LLP
28 Counsel for Columbia Gas of Virginia, Inc.

###

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
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

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

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.
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

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

United States Trustee (LA)
ustpreion16.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 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
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 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
P.O. Box 660794
Dallas, TX 75266-0794

City of Harrisonburg, VA
2155 Beery Rd
Harrisonburg, VA 22801-9655

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