

1 Frank T. Pepler (CA Bar No. 100070)
2 Bertrand Pan (CA Bar No. 233472)
3 DLA PIPER LLP (US)
4 550 South Hope Street
5 Suite 2300
6 Los Angeles, CA 90071-2678
7 Telephone: 213-330-7700
8 Facsimile: 213-330-7701

9 Stuart M. Brown (*Appearing Pro Hac Vice*)
10 DLA PIPER LLP (US)
11 919 N. Market Street
12 Suite 1500
13 Wilmington, DE 19801-3046
14 Telephone: 302-468-5700
15 Facsimile: 302-394-2341

16 Attorneys for Meserole, LLC, Fuller Smith Capital
17 Management LLC, and Saviva FS 1 LP

18 **UNITED STATES BANKRUPTCY COURT**

19 **CENTRAL DISTRICT OF CALIFORNIA**

20 **LOS ANGELES DIVISION**

21 In re:

22 Colorep, Inc., et al.,

23 Debtors and Debtors-in-
24 Possession.

25 Case No. 13-27689 JB

26 Chapter 11

27 **VERIFIED STATEMENT PURSUANT
28 TO FEDERAL RULE OF
BANKRUPTCY PROCEDURE 2019
REGARDING MULTIPLE
REPRESENTATIONS**

NO HEARING REQUIRED

29 **TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGES JULIA**
30 **BRAND AND SHERI BLUEBOND, THE OFFICE OF THE UNITED STATES TRUSTEE,**
31 **AND OTHER PARTIES IN INTEREST.**

32 The law firm of DLA Piper LLP (US) (“DLA Piper”) files this Verified Statement
33 Regarding Multiple Representations Pursuant to Rule 2019 of the Federal Rules of Bankruptcy

1 Procedure and in support thereof respectfully represents as follows:

2 1. Prior to the date that these Chapter 11 cases were filed, DLA Piper represented
3 Meserole, LLC (“Meserole”), as “Pre-Petition Lender” to Colorep, Inc. and Transprint USA.
4 After the cases were filed, DLA Piper represented Meserole as “DIP Agent” and “DIP Lender”
5 under that Final Order (A) Authorizing Debtor to Obtain Postpetition Financing; (B) Granting
6 Superpriority Expense Claims and Priming Liens; and (C) Granting Other Relief Under 11 U.S.C.
7 ¶¶ 105, etc. (“Final DIP Order” and all capitalized terms used in this Notice shall have the
8 meanings given to them in the Final DIP Order).

9 2. As of August 29, 2013 and as contemplated and permitted by the Final DIP Order,
10 Meserole assigned certain of its rights and obligations to third parties more fully described below.
11 On and after August 29, 2013 DLA Piper continue to serve as counsel to Meserole, in its capacity
12 as Pre-Petition Lender. In addition, DLA Piper has undertaken the following additional
13 simultaneous representations of parties who were not previously creditors of the debtors or parties
14 in interest in these cases.

Name and Address of Party	Nature and Description of Party’s Claim
Meserole c/o Platinum Credit, LLP 152 West 57th St, 54th Floor New York, NY 10019	Pre-Petition Lender to Colorep, guaranteed by Transprint, secured by assets of both. Meserole has claims against each Debtor in the amount of \$20,083,057.80, as of August 18, 2013
Fuller Smith Capital Management LLC 23 Jefferson Rd. Princeton, NJ 08540	DIP Agent, pursuant to assignment by Meserole as of August 29, 2013.
Saviva FS 1 LP c/o: Fuller Smith Capital Management LLC23	DIP Lender, pursuant to assignment by Meserole as of August 29, 2013. Saviva is, by assignment from Meserole dated as of August

1 Jefferson Rd.
2
3 Princeton, NJ 08540

29, 2013, the sole DIP Lender with a
commitment of \$2.5MM subject to the terms
and conditions of the Final DIP Order

4
5 3. The interests of Meserole, Fuller Smith Capital Management LLC (“FSCM”) and
6 Saviva FS 1 LP (Saviva, and collectively with Meserole and FSCM the “Jointly Represented
7 Parties”) are aligned. Meserole and Saviva are each lenders to the Debtors and each holds a
8 security interests in all assets of each of the the Debtors. The security interests of Saviva are
9 perfected pursuant to the Final DIP Order. The security interests of Meserole are perfected by
10 notice filings in appropriate state and federal records. The rights and priorities of each of the
11 Jointly Represented Parties are set forth in the Final DIP Order. Pursuant to the Final DIP Order,
12 the security interests of Saviva are senior to those of Meserole and prime all other parties in
13 interest as of the filing date of these cases. Meserole consented to the priming of its security
14 interest by Saviva under the Final DIP Order and the interim DIP order that preceded it.
15 Meserole has also consented to use by the Debtors of cash collateral by the Debtors, and has been
16 granted a priming security interest in all assets of the Debtors, subordinate only to Saviva, to
17 adequately protect its interest in cash consumed.

18 4. Pursuant to the Final DIP Order and the Court’s Order: (A) Approving Sale and
19 Bid Procedures for the Sale of Substantially all Assets of the Debtor; (B) Scheduling an Auction
20 and Hearing to Consider the Sale and Approve the Form and Manner of Notice Related thereto;
21 (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Contracts;
22 and (D) Granting Other Related Relief Sales Procedure Order entered on August 12, 2013 (the
23 “Sale Order”), the secured claims of Meserole and Saviva in advance qualify them as a Qualified
24 Bidder for the auction to be held on August 19, 2013 under the Sale Order. The Jointly
25 Represented Parties will coordinate the preparation of a credit bid in anticipation of the Auction
26 to be submitted on behalf of all Jointly Represented Parties. If the credit bid of the Jointly
27 Represented Parties is overbid by a third party Qualified Bidder, Meserole and Saviva will be
28 paid the proceeds of the third party bid in their order of their priority from the proceeds of any

1 cash bid made a third party bidder under the Sale Order.

2 5. As of the assignments made by Meserole on August 29, 2013, Fuller Smith Capital
3 Management, LLC, in its capacity as DIP Agent, and Saviva, as DIP Lender, agreed to each retain
4 DLA Piper. Meserole consented to the simultaneous representation of the Jointly Represented
5 Parties. The Jointly Represented Parties have agreed in documents among themselves, to act in
6 their collective joint interest in respect of their positions as Pre-Petition Lender, FSCM as DIP
7 Agent, and Saviva as DIP Lender.

8 6. DLA Piper has no claim against the Debtors and does not hold any interest in the
9 Debtors.

10 7. Nothing contained in this verified statement should be construed as a limitation
11 upon, or waiver of, the right of any Jointly Represented Parties to assert, file and/or amend its
12 claims against the Debtors, in accordance with applicable law and any orders entered in these
13 cases establishing procedures for filing proofs of claim. Furthermore, the Jointly Represented
14 Parties and DLA Piper reserve the right to amend or supplement this Statement in accordance
15 with the requirements of Bankruptcy Rule 2019.

16 The undersigned has direct knowledge of the statements herein and verifies that these
17 statements are true and correct to the best of his knowledge and belief.

18
19 Dated: September 13, 2013

DLA PIPER LLP (US)

21 By /s/ Frank T. Pepler

22 FRANK T. PEPLER (CA Bar No. 100070)
23 BERTRAND PAN (CA Bar No. 233472)
555 Mission Street, Suite 2400
San Francisco, CA 94105

24 STUART W. BROWN (admitted *pro hoc vice*)
25 919 N. Market Street
Suite 1500
26 Wilmington, DE 19801-3046

27 Attorneys for Meserole, LLC, Fuller Smith
Capital Management LLC, and Saviva FS 1 LP

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:

555 Mission Street, 24th Floor
San Francisco, CA 94105

A true and correct copy of the foregoing document entitled (*specify*): **VERIFIED STATEMENT PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019 REGARDING MULTIPLE REPRESENTATIONS** 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 (*date*) **SEPTEMBER 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 (*date*) **SEPTEMBER 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.

The Honorable Julia Brand
U.S. Bankruptcy Court Central District of California
255 East Temple Street, Suite 1382
Los Angeles, CA 90012

The Honorable Sheri Bluebond
United States Bankruptcy Court
255 East Temple Street, Suite 1482
Los Angeles, CA 90012

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 (*date*) _____, 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.

September 13, 2013 Keith Nesbit
Date *Printed Name*

/s/ Keith Nesbit

Signature

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

1. TO BE 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

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 Fuller Smith Capital Management LLC
frank.pepler@dlapiper.com; keith.nesbit@dlapiper.com

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

Frank T. Pepler on behalf of Creditor Saviva FS 1 LP
frank.pepler@dlapiper.com; keith.nesbit@dlapiper.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)
ustpregion16.la.ecf@usdoj.gov

2. SERVED BY UNITED STATES MAIL:

Colorep, Inc. & Transprint USA, Inc. Attn: Robert Katz 1000 Pleasant Valley Road Harrisonburg, VA 22801-9790	Domtar Corporation Subsidiary of Domtar Ind 1700 Washington Avenue Port Huron, MI 48060	Krausz Puente LLC c/o The Krausz Companies 44 Montgomery Street, Suite 3300 San Francisco, CA 94104
Susan D'Arcy aka SRD International 95 East Broadway Roslyn, NY 11576	G.E. Klausner, M.M. Morgulas, K.L. Jarashow, M.S. Neumeister Stutman, Treister & Glatt P.C. 1901 Ave of the Stars, 12th floor Los Angeles, CA 90067	Anthem Blue Cross Blue Shield Attn: Dianne Loving PO Box 580494 Charlotte, NC 28258
Dominion VA Power Attn: Barbara Smith PO Box 26666 Richmond, VA 23261-6666	Krausz Puente LLC 11383 Newport Drive Rancho Cucamonga, CA 91730-5536	Mimaki USA, Inc. c/o William Hearnburg, Jr. Smith, Gambrell & Russell, LLP Promenade, Suite 3100 1230 Peachtree Suite N.E. Atlanta, GA 30309
Internal Revenue Service PO Box 21126 Philadelphia, PA 19114	Domtar Corporation Port Huron Mill 1700 Washington Avenue Port Huron, MI 48060	Dominion Virginia Power PO Box 26019 Richmond, VA 23260-6019
Stonefield Josephson, Inc. Attn: Steve Rapattoni, CPA 5 Park Plaza, Suite 700 Irvine, CA 92614	Mimaki USA, Inc. Dept. CH 17368 Palatine, IL 60055-7368	Bonnie Julian 1244 Pole Branch Road Clover, SC 29710
Fish & Associates Attn: Mei Tsang 2603 Main Street, Suite 10000 Irvine, CA 92614-4271	Stand Energy Corporation Attn: Kathy Kellems, Credit Mgr. 1077 Celestial Street, Suite 110 Cincinnati, OH 45202	Atlantic Paper Company 430 Feheley Drive King of Prussia, PA 19406
PBMares/PBGH Attn: Mary Aldrich 558 South Main Street Harrisonburg, VA 22801	Dupont Company Attn: Jenna Pike 1007 Market Street Wilmington, DE 19898	Nexeo Solutions 3 Waterway Square Place Suite 1000 The Woodlands, TX 77380

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

Meserole, LLC Attn: Ari Hirt 152 W 57th Street, 4th Floor New York, NY 10019	L.H. Charney Associates, LLC Attn: Bruce Block 1441 Broadway New York, NY 10018	Fedex – Techconnect Attn: Pam Gish Lockbox 360353 500 Ross St. Room 154-0455 Pittsburg, PA 15252
Stand Energy Corporation PO Box 632712 Pittsburgh, PA 15250-7461	Univar USA, Inc. Attn: Doug Putney 1001 Old Bermuda Hundred Road Chester, VA 23836	Columbia Gas GTS Account PO Box 742529 Cincinnati, OH 45274-2529
Dupont Company Cashier's Office D-8003-3 1007 Market Street Wilmington, DE 19898	Nexeo Solutions LLC 62190 Collections Center Drive Chicago, IL 60693-0621	Tarter Krinsky & Drogin LLP Attn: Scott S. Markowitz 1350 Broadway New York, NY 10018
Federal Express Corp. PO Box 371461 Pittsburgh, PA 15250-7461	Carlo Tenconi Via Stromboli 209 Milan 20144 Italy	Univar USA Inc. PO Box 409692 Atlanta, GA 30384-9692
Chemsolv, Inc. PO Box 13847 Roanoke, VA 24037	Shelter Capital Partners fka Yazam LLC Attn: Rodney Friedman 10880 Wilshire Blvd. # 1850 Los Angeles, CA 90024	The Honorable Julia Brand U.S. Bankruptcy Court Central District of California 255 East Temple Street, Suite 1382 Los Angeles, CA 90012
The Honorable Sheri Bluebond United States Bankruptcy Court 255 East Temple Street, Suite 1482 Los Angeles, CA 90012		

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