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11 Reorganization Counsel  
12 for Debtors and Debtors in Possession

13 Debtors' Mailing Address:  
14 Colorep, Inc. and Transprint USA, Inc.  
15 100 Pleasant Valley Road  
16 Harrisonburg, VA 22801-9790  
17 Attn: Robert Katz, [Proposed] CRO

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

21 In re ) Case No. 13-bk-27689-WB  
22 )  
23 COLOREP, INC., ) Chapter 11  
24 a California corporation, *et al.*, ) (Jointly Administered)  
25 )  
26 Debtors. ) **DEBTORS' SECOND CHAPTER 11**  
27 ) **STATUS REPORT IN CONNECTION**  
28 Tax I.D. Nos. 94-3055026 (Colorep, Inc.) and ) **WITH OCTOBER 24, 2013 STATUS**  
54-1200596 (Transprint USA, Inc.) ) **CONFERENCE**

**Status Conference**

Date: October 24, 2013  
Time: 10:00 a.m.  
Location: Courtroom 1375  
255 East Temple Street  
Los Angeles, CA 90012

1 **TO THE HONORABLE JULIA W. BRAND, UNITED STATES BANKRUPTCY JUDGE,**  
2 **THE OFFICE OF THE UNITED STATES TRUSTEE, THE DEBTORS' 20 LARGEST**  
3 **UNSECURED CREDITORS, AND PARTIES THAT HAVE REQUESTED SPECIAL**  
4 **NOTICE:**

5 Colorep, Inc. ("Colorep") and Transprint USA, Inc. ("Transprint", and together with  
6 Colorep, the "Debtors"), the debtors and debtors in possession in the above-captioned bankruptcy  
7 cases, hereby submit this chapter 11 status report (the "Status Report") in connection with the status  
8 conference to be held on October 24, 2013 (the "Status Conference"). This Status Report covers the  
9 period from August 16, 2013 through October 17, 2013 (the "Second Period") and is supported by  
10 the record in these cases.

11 **A. Brief Description of the Debtors' Businesses and Operations, and the Principal**  
12 **Assets and Liabilities of Each Estate.**

13 Prior to the closing of the sale of substantially all of the Debtors' assets (the "Sale"),  
14 as described below, Colorep and Transprint were both in the textile printing and design industry. A  
15 more detailed description of the Debtors' business is provided in the *Debtors' First Chapter 11*  
16 *Status Report in Connection With August 29, 2013 Status Conference* [Docket No. 127] (the "First  
17 Status Report"), but in general, Colorep's business was premised on technology and a process it had  
18 developed for dyeing and decorating fabric, known as AirDye®. Colorep owned numerous patents  
19 and other intellectual property in connection with the AirDye® process.

20 Transprint, a wholly owned subsidiary of Colorep, was a leading supplier of transfer-  
21 printing paper, with a global customer base and a design library exceeding 15,000 unique designs.  
22 Prior to the Sale, Transprint owned the real property and machinery associated with its factory in  
23 Harrisonburg, Virginia, and also owned certain patents and other intellectual property in connection  
24 with designs and operations in the textile industry.

25 Prior to the closing of the Sale, the primary indebtedness of the Debtors was the  
26 obligation owing to Meserole, LLC ("Meserole"). In or around June 2011, the Debtors entered into  
27 that certain Loan and Security Agreement (as amended, supplemented and modified, the "Meserole  
28 Prepetition Loan Agreement") with Meserole. Pursuant to the Meserole Prepetition Loan  
Agreement, the Debtors had the ability to access up to \$25 million on the terms and conditions set

1 forth in the Meserole Prepetition Loan Agreement (the "Meserole Prepetition Loan"). The Debtors'  
2 obligations under the Meserole Prepetition Loan were purportedly secured by a first priority security  
3 interest on virtually all of their tangible and intangible assets. Meserole filed a Proof of Claim  
4 against the Debtors, asserting a secured claim in the amount of \$20,083,057.80, exclusive of  
5 attorneys' fees and other expenses, as of the Debtors' petition date (the "Petition Date").

6 **B. Events Precipitating the Debtors' Bankruptcy Filings.**

7 A detailed explanation of the events precipitating the Debtors' bankruptcy filings is  
8 provided in the First Status Report. In sum, however, the Debtors' bankruptcy filings were the result  
9 of diminished cash flow which rendered the Debtors unable to pay ordinary course operating  
10 expenses and overhead, acquire necessary raw materials to meet customer demands, and purchase  
11 parts and supplies required for the maintenance of their equipment and production facility in  
12 Virginia. These conditions resulted in a decline in the quality and availability of the Debtors'  
13 product, impairing the Debtors' relationships with certain key vendors and customers.

14 The Debtors attempted to stabilize their business through the Meserole Prepetition  
15 Loan, and through an effort to obtain additional outside capital infusions, neither of which proved  
16 sufficient to ameliorate the Debtors' declining revenues and liquidity issues. The Debtors eventually  
17 determined that a chapter 11 filing in which the Debtors could maintain their operations while  
18 attempting to find a "going concern" buyer was their most feasible alternative.

19 **C. The Debtors' Sale of Substantially All of Their Assets.**

20 The Debtors' most pressing challenge in these chapter 11 cases was to stabilize  
21 business operations so that the Debtors could remain operational, and preserve both the value of the  
22 Debtors' assets and the jobs of as many employees as possible while the Debtors implemented a sale  
23 process for substantially all of the Debtors' assets. By an order entered August 12, 2013 [Docket No.  
24 109] (the "Sale Procedures Order"), the Court approved a sale process under which the Debtors were  
25 authorized to conduct a marketing effort in an attempt to so solicit Qualified Bids, as that term is  
26 defined in the Sale Procedures Order, for the Debtors' assets.

27 The Debtors retained Hilco IP Services LLC d/b/a Hilco Streambank ("Hilco") to  
28 market the Debtors' assets, and to organize, with the assistance of the Debtors' reorganization

1 counsel, a sale process for the Debtors' assets. Neither Hilco nor the Debtors received any Qualified  
2 Bids for the Debtors' assets, but the Debtors did receive an offer from Meserole and Fuller Smith  
3 Capital Management, LLC ("Fuller Smith", and together with Meserole, the "Buyer") to purchase  
4 substantially all of the Debtors' assets through an entity known as AirDye Solutions, LLC  
5 ("AirDye"). The Debtors and their representatives engaged in weeks of negotiations with the Buyer  
6 with respect to the terms and conditions of the proposed sale. Ultimately, the Debtors reached a deal  
7 with the Buyer that conferred meaningful benefit on the Debtors' estates, including, but not limited  
8 to: (i) the Buyer's assumption of certain paid-time-off obligations for employees terminated by the  
9 Debtors and re-hired by the Buyer; (ii) satisfaction by the Buyer of all employee wage claims  
10 entitled to priority under Bankruptcy Code section 507(a)(4); (iii) payment by the Buyer of all  
11 ordinary course postpetition operating expenses, to the extent consistent with the budget approved by  
12 the Court as part of the Debtors' postpetition financing (the "DIP Financing"); (iv) assumption of the  
13 Debtors' liability relating to unpaid prepetition payroll taxes; and (v) assumption and/or payment by  
14 the Buyer of certain administrative claims of the Debtors' professionals. In addition, the Debtors  
15 negotiated a requirement under the Sale that the Buyer extend employment offers to at least seventy-  
16 seven (77) of the Debtors' approximately 100 employees.

17 The Court approved the Sale by an order entered October 4, 2013 [Docket No. 222].  
18 The Sale closed on October 7, 2013 [Docket No. 223].

19 **D. The Principal Disputes or Problems Likely to be Encountered During the**  
20 **Course of the Debtors' Reorganization Efforts, and the Debtors' Recommended**  
21 **Resolutions to Such Disputes or Problems.**

22 Prior to the closing of the Sale, the principal problems faced by the Debtors related to  
23 the Debtors' lack of funding absent the DIP Financing, and issues related to the marketing and  
24 approval of a sale of substantially all of the Debtors' assets. Now that the Sale has closed, and the  
25 costs associated with the operation of the Debtors' business terminated, these problems no longer  
26 affect the Debtors' estates.

27 The Debtors are currently monitoring the Buyer's performance under the "Asset  
28 Purchase Agreement" for the Sale and are evaluating whether to request dismissal or conversion of  
this case to Chapter 7. The Debtors do not believe that a Chapter 11 plan would be feasible.

1 **E. The Debtors' Compliance with the Bankruptcy Code and Applicable Guidelines**  
2 **of the United States Trustee.**

3 To date the Debtors have been in substantial compliance with their obligations under  
4 Bankruptcy Code sections 521, 1106, and 1107, and under the guidelines established by the Office  
5 of the United States Trustee (the "US Trustee").

6 Specifically, the Debtors, on August 9, 2013, filed separate Schedules and Statements  
7 of Financial Affairs. The Debtors have also satisfied, or are in the process of satisfying all US  
8 Trustee guidelines. Specifically, the Debtors have submitted separate 7-day packages, and attended  
9 an initial debtor interview and their meeting of creditors under Bankruptcy Code section 341(a). The  
10 Debtors have filed separate Monthly Operating Reports for July and August, 2013. One of the  
11 Debtors' key employees that assisted with the preparation of Monthly Operating Reports was  
12 terminated as part of the closing of the Sale. The Debtors and their proposed Chief Restructuring  
13 Officer, Robert Katz of Executive Sounding Board Associates Inc. ("ESBA"), are in the process of  
14 reviewing the books and records necessary to complete the Debtors' Monthly Operating Reports for  
15 September 2013, and hope to do so prior to or shortly after the Status Conference.

16 **F. Parties Claiming an Interest in Cash Collateral of the Debtors, and the Debtors'**  
17 **Use of Cash Collateral.**

18 Prior to the closing of the Sale, Meserole, as the lender under the Meserole  
19 Prepetition Loan Agreement, and Fuller Smith, as "DIP Agent" under the DIP Financing, asserted  
20 priority liens against substantially all of the Debtors' assets, including cash collateral. As partial  
21 consideration under the Sale, Meserole credit bid \$19.75 million of the amount outstanding under  
22 Meserole Prepetition Loan Agreement, and Fuller Smith credit bid \$250,000 of the amount  
23 outstanding under the DIP Financing. The Court approved a Sale of all "Acquired Assets," as that  
24 term is defined in the "Asset Purchase Agreement," including the Debtors' cash and cash collateral,  
25 free and clear of all liens, claims, and encumbrances under Bankruptcy Code section 363(f).  
26 Accordingly, the Debtors no longer have any cash collateral to which any security interests attach.

1 **G. The Debtors' Professionals.**

2 As of the date of this Status Report, the Debtors have filed applications to employ the  
3 following bankruptcy professionals under Bankruptcy Code section 327: (i) Stutman, Treister &  
4 Glatt Professional Corporation ("ST&G") as their general reorganization counsel [Docket No. 51]  
5 (the "ST&G Application"); (ii) Stubbs, Alderton & Markiles ("Stubbs") as their special corporate  
6 counsel [Docket No. 84] (the "Stubbs Application"); and (iii) Hilco as their exclusive agent for  
7 marketing a sale of the Debtors' assets [Docket No. 166] (the "Hilco Application").

8 The ST&G Application was approved by the Court through an order entered August  
9 15, 2013 [Docket No. 126]. ST&G's services have included, among other things, representing and  
10 advising the Debtors with respect all aspects of these cases, including issues relating to the DIP  
11 Financing, use of cash collateral, executory contracts, claims and avoidance actions, and the Sale.

12 The Stubbs Application was approved by the Court through an order entered  
13 August 22, 2013 [Docket No. 144]. Stubbs' services have included, among other things, providing  
14 general corporate advice to the Debtors and their boards of directors, and analyzing and preparing  
15 certain contracts or agreements of the Debtors as part of their governance and operations, as well as  
16 the Sale.

17 The Hilco Application was approved by the Court through an order entered  
18 September 25, 2013 [Docket No. 197]. Hilco's services have included, among other things,  
19 overseeing and implementing the marketing of the Debtors' assets, and conferring with the Debtors  
20 and their counsel as to such process.

21 On July 30, 2013, the Debtors filed a motion (the "ESBA Motion") under Bankruptcy  
22 Code sections 105(a) and 363 seeking an order authorizing the employment of ESBA as the Debtors'  
23 financial advisor, and Robert Katz as its Chief Restructuring Officer. The Debtors worked with the  
24 US Trustee to resolve questions they had with respect to the terms of ESBA's proposed employment.  
25 Ultimately, no objection to the ESBA Motion was filed by the US Trustee or any other interested  
26 party. The Court has set a hearing on the ESBA Motion for October 24, 2013, the same date as the  
27 Status Conference. ESBA's services have included managing the Debtors' day-to-day operations,  
28 and providing advice and guidance to the Debtors' board of directors in the development of the

1 Debtors' restructuring options and cash requirements related thereto, as well as all aspects of the  
2 Sale.

3 **H. Projected Income and Expenses for the First Six Months of the Case.**

4 The Debtors submitted with the First Status Report a budget covering the Debtors'  
5 projected cash flow for the period from July 27, 2013 through October 10, 2013. The Sale closed  
6 prior to the outside date of this budget. Under the Asset Purchase Agreement, the Buyer has  
7 assumed the costs of operating the Debtors' business. Moreover, the Debtors are no longer  
8 generating any income subsequent to the closing of the Sale. Accordingly, no additional budget is  
9 attached to this Status Report.

10 **I. The Claims Bar Date.**

11 A deadline for creditors to file claims against the Debtors' estates has not been set in  
12 these cases. Due to the lack of any Qualified Bids for the Debtors' assets, the Debtors were not able  
13 to realize any consideration that might be paid to unsecured creditors on account of their claims.  
14 Accordingly, the Debtors have deferred filing a motion to set a bar date, while they evaluate whether  
15 to seek dismissal or conversion of these cases.

16 **J. The Debtors' Plan and Disclosure Statement.**

17 As of the date of this Status Report, the Debtors' exclusive period to file a Chapter 11  
18 plan under Bankruptcy Code section 1121(c)(2) expires on November 7, 2013, and the Debtors'  
19 exclusive period to solicit acceptances of a chapter 11 plan under Bankruptcy Code section  
20 1121(c)(3) expires on January 6, 2014.

21 As explained above, *see supra* Section I, the Debtors do not intend to file a plan, and  
22 are evaluating whether to seek dismissal or conversion.

23 **K. Unexpired Leases and Executory Contracts.**

24 On August 9, 2013, the Debtors filed their Schedules and Statement of Financial  
25 Affairs. Included with these filings are the Debtors' separate Schedule G's, which list the Debtors'  
26 known executory contracts and unexpired leases. Subsequent to the filing of the Debtors' Schedules,  
27 the Debtors continued their investigation as to whether they were counterparties to any additional  
28 executory contracts or unexpired leases. As part of the sale procedures approved by the Court, the

1 Debtors served on all known executory contract or unexpired lease counterparties a notice of the  
2 Debtors' proposed cure amount for such contracts or leases. Under the Asset Purchase Agreement,  
3 upon the closing of the Sale, the Debtors assumed and assigned specific executory contracts and  
4 unexpired leases listed in the *Notice to Counterparties to Executory Contracts and Unexpired Leases*  
5 *That are Proposed to Be Assumed and Assigned* [Docket No. 194]. The Debtors do not have assets  
6 to satisfy their obligations under any executory contracts or unexpired leases that were not assigned  
7 to the Buyer.

8

9 Dated: October 17, 2013

Respectfully submitted,

10

/s/ Michael S. Neumeister  
GARY E. KLAUSNER  
MICHAEL S. NEUMEISTER  
STUTMAN, TREISTER & GLATT  
PROFESSIONAL CORPORATION

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Reorganization Counsel  
for Debtors and Debtors in Possession

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## 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, 12<sup>th</sup> Floor, Los Angeles, California 90067. A true and correct copy of the foregoing document entitled (*specify*): **DEBTORS' SECOND CHAPTER 11 STATUS REPORT IN CONNECTION WITH OCTOBER 24, 2013 STATUS CONFERENCE** 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*) October 17, 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*) October 17, 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 (*date*) October 17, 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.

Honorable Sheri Bluebond  
United States Bankruptcy Court  
255 E. Temple Street, Room 1482  
Los Angeles, CA 90012

Honorable Julie W. Brand  
U.S. Bankruptcy Court  
255 E. Temple Street  
Suite 1382 / Courtroom 1375  
Los Angeles, CA 90012

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.

October 17, 2013  
*Date*

Therese A. Barron  
*Printed Name*

/s/ Therese A. Barron  
*Signature*

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

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

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Frank T Pepler on behalf of Creditor Meserole, LLC  
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James Stang on behalf of Interested Party L.H. Charney 1410 Broadway LLC  
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Nicola G Suglia, Esq on behalf of Creditor Canon Financial Services, Inc. c/o Fleischer, Fleischer  
& Suglia  
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United States Trustee (LA)  
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Colorep, Inc.  
Limited Service List  
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575550v1

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The Honorable Julia Brand  
U.S. Bankruptcy Court Central District of  
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255 East Temple Street, Suite 1382  
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Internal Revenue Service  
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20 Largest Creditors

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Domtar Corporation  
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Domtar Corporation  
Subsidiary Of Domtar Ind  
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Chemsolv, Inc.  
P.O. Box 13847  
Roanoke, VA 24037

Dupont Company  
Attn: Jenna Pike  
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Wilmington, DE 19898

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

Shelter Capital Partners fka Yazam LLC  
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Los Angeles, CA 90024

Nexeo Solutions  
3 Waterway Square Place  
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Nexeo Solutions LLC  
62190 Collections Center Dr  
Chicago, IL 60693-0621

Secured Lenders

Meserole, LLC  
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Counsel to Meserole LLC  
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Counsel to Meserole LLC  
DLA Piper LLP (US)  
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Party Asserting A Secured Interest  
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