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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) Case No. 13-bk-27689-WB
14)
14 COLOREP, INC.,) Chapter 11
15 a California corporation, *et al.*,) (Jointly Administered)
16)
16 Debtors.) **STIPULATION BETWEEN DEBTORS**
17) **AND DEBTORS IN POSSESSION AND**
17 Tax I.D. Nos. 94-3055026 (Colorep, Inc.) and) **L.H. CHARNEY 1410 BROADWAY LLC**
18 54-1200596 (Transprint USA, Inc.)) **REGARDING REJECTION OF**
18) **UNEXPIRED LEASE OF**
19) **NONRESIDENTIAL REAL PROPERTY**

20 [No Hearing Required]
21)
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1 This stipulation (the "Stipulation") is made and entered into by Colorep, Inc.
2 ("Colorep") and Transprint USA, Inc. ("Transprint"), the debtors and debtors in possession in the
3 above-captioned bankruptcy proceedings (together, the "Debtors"), and L.H. Charney 1410
4 Broadway LLC ("Charney"). As used herein, the "Parties" shall refer to the Debtors and Charney,
5 collectively.

6 A. On July 10, 2013 (the "Petition Date"), the Debtors commenced the above-
7 captioned bankruptcy proceedings by filing separate voluntary petitions under chapter 11 of the
8 Bankruptcy Code.

9 B. Prior to the Petition Date, Colorep entered into a lease with Charney (the
10 "Lease"), pursuant to which Colorep agreed to lease from Charney office space at 1410 Broadway,
11 New York, New York (the "Leased Property"). The term of the Lease commenced upon completion
12 of certain tenant improvements by Charney in or around 2012, and shall expire on December 31,
13 2022. Pursuant to the Lease, Colorep was required to pay to Charney monthly rent installments
14 based on a schedule attached as Exhibit B to the Lease. Colorep was also required to pay to Charney
15 certain "Additional Rent," related to, among other things, Colorep's share of certain real property
16 taxes and certain utility expenses.

17 C. After execution of the Lease, Colorep agreed to lease additional storage space
18 from Charney for specific monthly payments. For purposes of this Stipulation, such additional
19 agreement and any obligations of the Parties thereunder, shall be incorporated into the defined terms
20 "Lease" and/or "Leased Property."

21 D. On October 4, 2013, the Court entered its *Order: (A) Authorizing the Sale of*
22 *Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Other*
23 *Interests, Except as Provided in the Asset Purchase Agreement; (B) Authorizing and Approving*
24 *Asset Purchase Agreement; (C) Approving the Assumption and Assignment of Certain of the*
25 *Debtors' Executory Contracts and Unexpired Leases Related Thereto; and (D) Granting Related*
26 *Relief* [Docket No. 219] (the "Sale Order"), approving the sale (the "Sale") of substantially all of the
27 Debtors' assets to Meserole, LLC and Fuller Smith Capital Management LLC, as DIP Agent, as that
28 term is defined in the Sale Order (together, the "Buyer"), or to the Buyer's assignee. Under the Sale

1 Order, the Court approved the assumption and assignment of certain of the Debtor's executory
2 contracts and unexpired leases upon closing of the Sale. The Lease was not one of the executory
3 contracts or unexpired leases assigned to the Buyer.

4 E. On October 7, 2013, the Sale closed.

5 F. Since the closing of the Sale, the Parties have engaged in discussions with
6 respect to the Debtors' future use of the Leased Property. As the Debtors do not intend to engage in
7 future business operations, they have determined that good business judgment requires the prompt
8 rejection of the Lease so as to prevent the incurrence of administrative expenses under the Lease.
9 Accordingly, the Debtors and Charney stipulate that the Lease, upon Court approval of this
10 Stipulation, shall be rejected under Bankruptcy Code section 365(a) effective as of October 31,
11 2013.

12 G. Upon Court approval of this Stipulation, Charney agrees to release the
13 Debtors and their successors and assigns of any administrative rent due under the Lease for the
14 period after the Petition Date.

15 **NOW, THEREFORE, IT IS HEREBY STIPULATED AS FOLLOWS:**

16 1. The Lease, upon Court approval of this Stipulation, shall be rejected under
17 Bankruptcy Code section 365(a) effective as of October 31, 2013 and Charney shall have immediate
18 possession of the Leased Property at such time.

19 2. Upon Court approval of this Stipulation, Charney shall release the Debtors
20 and their successors and assigns of any administrative rent under the Lease for the period after the
21 Petition Date.

22 3. By the later of (a) any order establishing a deadline for the filing of proofs of
23 claim, and (b) 30 days from the date of entry of this Order, Charney shall have the right to file a
24 proof of claim asserting an unsecured claim for any unpaid rent and rejection damage claims against
25 the Debtors.

26 4. The undersigned represent and warrant that they have the authority to enter
27 into this Stipulation on behalf of the respective Parties.
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5. This Stipulation may be signed by facsimile or .pdf signature and in separate counterparts which, when taken as a whole, shall constitute one and the same document.

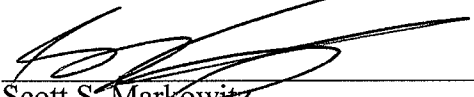
6. The Bankruptcy Court shall retain exclusive jurisdiction to enforce the terms of this Stipulation.

Date: October 18, 2013

/s/ Michael S. Neumeister
Gary E. Klausner
Michael S. Neumeister
STUTMAN, TREISTER & GLATT
PROFESSIONAL CORPORATION

Reorganization Counsel
for Debtors and Debtors in Possession

Date: October 18, 2013


Scott S. Markowitz
TARTER KRINSKY & DROGIN LLP

James I. Stang
PACHULSKI STANG ZIEHL & JONES LLP

Counsel for L.H. Charney 1410 Broadway LLC

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*): **STIPULATION BETWEEN DEBTORS AND DEBTORS IN POSSESSION AND L.H. CHARNEY 1410 BROADWAY LLC REGARDING REJECTION OF UNEXPIRED LEASE OF NONRESIDENTIAL REAL PROPERTY** 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 18, 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 18, 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.

Pachulski Stang Ziehl & Jones LLP
Attn: James I. Stang
10100 Santa Monica Blvd., 13th Floor
Los Angeles, CA 90067

Tarter Krinsky & Drogin LLP
1350 Broadway, 11th Floor
New York, NY 10018

L Charney 1410 Broadway LLC
1410 Broadway
New York, NY 10018

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 18, 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.

Via Federal Express
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 18, 2013 Therese A. Barron /s/ Therese A. Barron
Date *Printed Name* *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):

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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Stephan W Milo on behalf of Interested Party Courtesy NEF
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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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2. SERVED BY UNITED STATES MAIL:

Colorep, Inc.
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6400.000 Rev. 10/1/13
575550v1

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The Honorable Julia Brand
U.S. Bankruptcy Court Central
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255 East Temple Street, Suite 1382
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Internal Revenue Service
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Philadelphia, PA 19114

20 Largest Creditors

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Dupont Company
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1007 Market Street
Wilmington, DE 19898

Dupont Company
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1007 Market Street
Wilmington, DE 19898

Shelter Capital Partners fka
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Los Angeles, CA 90024

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The Woodlands, TX 77380

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Chicago, IL 60693-0621

Secured Lenders

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Wilmington, DE 19801

Counsel to Meserole LLC
DLA Piper LLP (US)
Attn: Frank Pepler & Bertrand
Pan
550 S. Hope Street, #2300
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Party Asserting A Secured Interest
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New York, NY 10022