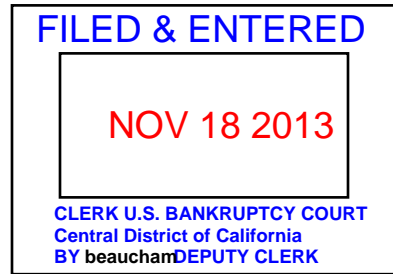


1 GARY E. KLAUSNER (STATE BAR NO. 69077), and
2 MICHAEL S. NEUMEISTER (STATE BAR NO. 274220), Members of
3 STUTMAN, TREISTER & GLATT
4 PROFESSIONAL CORPORATION
5 1901 Avenue of the Stars, 12th Floor
6 Los Angeles, CA 90067
7 Telephone: (310) 228-5600
8 Telecopy: (310) 228-5788
9 Email: gklausner@stutman.com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



11 Reorganization Counsel
12 for Debtors and Debtors in Possession

13 Debtors' Mailing Address:
14 Colorep, Inc. and Transprint USA, Inc.
15 1000 Pleasant Valley Road
16 Harrisonburg, VA 22801-9790
17 Attn: Robert Katz

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

14 In re:)
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COLOREP, INC.,
a California corporation, *et al.*,

Debtors.

Tax I.D. Nos. 94-3055026 (Colorep, Inc.) and
54-1200596 (Transprint USA, Inc.)

Case No. 2:13-bk-27689-WB
Chapter 11
(Jointly Administered)

**ORDER AUTHORIZING THE
EMPLOYMENT OF EXECUTIVE
SOUNDING BOARD ASSOCIATES INC.
TO SERVE AS CHIEF RESTRUCTURING
OFFICER PURSUANT TO BANKRUPTCY
CODE SECTION 327**

Hearing Date

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

1 At the above-captioned time and place (the "Hearing"), the Court held a hearing on
2 the *Debtors' Notice Of Motion And Motion Pursuant To Bankruptcy Code Sections 105(a) And 363*
3 *For Entry Of An Order Authorizing The Employment Of Executive Sounding Board Associates Inc.*
4 *To Provide Crisis Management Services And To Provide Robert D. Katz To Serve As Chief*
5 *Restructuring Officer From The Petition Date* [Docket No. 80] (the "Motion"),¹ filed by Colorep,
6 Inc. and Transprint USA, Inc. (collectively, the "Debtors"). Appearances were made at the Hearing
7 by counsel for the Debtors, counsel for the Office of the United States Trustee, and Robert D. Katz
8 on behalf of Executive Sounding Board Associates, Inc. ("ESBA"). Upon review and consideration
9 of the Motion, the Declaration of Robert D. Katz filed in support of the Motion, the Declaration of
10 Danielle A. Pham regarding non-receipt of opposition to the Motion, the record in this case, and the
11 arguments of counsel at the Hearing, the Court hereby finds that good causes exists, and the Debtors
12 are authorized, pursuant to Bankruptcy Code section 327(a), to employ ESBA as the Debtors' Chief
13 Restructuring Officer ("CRO"), and that notice was appropriate under the circumstances.

14 Accordingly,

15 **IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

- 16 1. The Motion is GRANTED as set forth herein.
- 17 2. Pursuant to Bankruptcy Code section 327(a), ESBA is authorized to serve as
18 the Debtors' CRO, *nunc pro tunc* to July 10, 2013 (the "Petition Date"), under the terms of the ESBA
19 Agreement.
- 20 3. ESBA's Proposed Postpetition Retainer in the amount of \$85,000, funded
21 from the DIP Financing Facility, is approved.
- 22 4. ESBA is authorized to be paid its accruing fees and costs pursuant to the
23 terms, conditions and procedures set forth in the ESBA Agreement, and to draw down each month
24 on the Proposed Prepetition Retainer and any other funds received by ESBA in connection with its
25 representation of the Debtors subsequent to the Petition Date (together with the Proposed Prepetition
26 Retainer, the "Chapter 11 Retainer") pursuant to the following terms:

27 ¹ Capitalized terms not otherwise defined herein shall have the meaning afforded to them in the
28 Motion.

1 a. Before the Chapter 11 Retainer is drawn down each month, ESBA will
2 deliver to the Office of the United States Trustee (the "UST") monthly invoices, together with
3 documentation supporting the charges (the "Professional Fee Statement"), showing the amount of
4 fees ESBA has incurred for professional services rendered and the amount of expenses incurred on
5 behalf of the Debtors for which ESBA seeks reimbursement, by no later than the 20th day after the
6 end of the month during which the services were rendered.

7 b. ESBA will also serve copies of the Professional Fee Statement
8 (without supporting documentation) on the Debtors, any committee that may be appointed in this
9 case or the twenty largest creditors if no committee is appointed, other parties in interest who request
10 special notice in these cases, and their counsel (the "Notice Parties"). If no objection to the
11 Professional Fee Statement is filed and served within ten (10) days after the service of the
12 Professional Fee Statement, ESBA will draw from its account 80% of the amount of fees and 100%
13 of the amount of costs represented by that monthly invoice and will pay to itself those sums without
14 further notice, hearing or order of the Court. If a written objection to ESBA's monthly invoice is
15 filed by a party in interest, ESBA will refrain from withdrawing the disputed funds from its account
16 until the objection has been resolved by the Court.

17 c. After the Chapter 11 Retainer is exhausted, ESBA will receive further
18 payment from the Debtors for its fees and costs incurred in these chapter 11 cases only upon further
19 Court order.

20 5. The notices of ESBA's fees and expenses filed with the Court for the periods
21 from July 10, 2013 through July 31, 2013 (the "July Fee Period") [Docket No. 200] and from August
22 1, 2013 through August 31, 2013 (the "August Fee Period") [Docket No. 226] are deemed sufficient
23 to satisfy ESBA's obligation to serve Professional Fee Statements for the July Fee Period and August
24 Fee Period. ESBA, having received no objection to these statements, may draw down the Chapter
25 11 Retainer for its fees and expenses incurred during the July Fee Period and August Fee Period
26 pursuant to the terms of this Order.

1 6. Any and all compensation of ESBA for its fees and expenses is subject to
2 review on a final basis by the Court pursuant to the reasonableness standards of Bankruptcy Code
3 section 330.

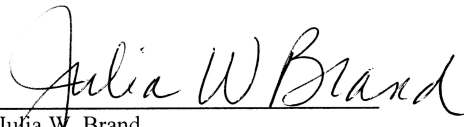
4 7. ESBA shall file a fee application, pursuant to Bankruptcy Code section 330 or
5 331, Federal Rule of Bankruptcy Procedure 2016, and Local Rule of Bankruptcy Procedure 2016-1,
6 so as to be heard by this Court on January 30, 2013.

7
8 Presented by:

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

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Date: November 18, 2013


Julia W. Brand
United States Bankruptcy Judge

NOTICE OF ENTERED ORDER AND SERVICE LIST

Notice is given by the court that a judgment or order entitled (*specify*): **ORDER AUTHORIZING THE EMPLOYMENT OF EXECUTIVE SOUNDING BOARD ASSOCIATES INC. TO SERVE AS CHIEF RESTRUCTURING OFFICER PURSUANT TO BANKRUPTCY CODE SECTION 327** was entered on the date indicated as October 25, 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 October 29, 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:

Service information continued on attached page

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

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 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

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

James Stang on behalf of Interested Party L.H. Charney 1410 Broadway LLC
jstang@pszjlaw.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. 10/1/13
575550v1

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

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

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.
Dept. CH 17368
Palatine, IL 6055-7368

Bonnie Julian
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Clover, SC 29710

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New York, New York 10018

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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
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Pittsburgh, PA 15250-7461

Carlo Tenconi
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Milan 20144
ITALY

Atlantic Paper Company
430 Fehelley 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

Party Asserting A Secured Interest
Markman Law, PC
55 East 59th Street
17th Floor
New York, NY 10022