

1 Daren R. Brinkman (CA Bar No. 158698)  
2 Laura J. Portillo (CA Bar No.186813)  
3 David H. Oken (CA Bar No. 175219)  
4 BRINKMAN PORTILLO RONK, APC  
5 4333 Park Terrace Dr., Suite 205  
6 Westlake Village, CA 91361  
7 Telephone: (818) 597-2992  
8 Facsimile: (818) 597-2998

9 Counsel for Unsecured Creditors, *Synergy Partners USA, LLC and*  
10 *Michael Cohen*

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**UNITED STATES BANKRUPTCY COURT**  
**Central District of California**  
**Los Angeles Division**

In re:  
COLOREP, INC.  
A California corporation, et al.,

Debtors,

Tax I.D. Nos. 94-3055026 (Colorep, Inc.) and  
54-1200496 (Transprint USA, Inc.)

Case No. 2:13-bk-27689-WB

Chapter 11

(Jointly Administered)

**DECLARATION OF DAVID H. OKEN IN  
SUPPORT OF MOTION OF SYNERGY  
PARTNERS USA, LLC AND MICHAEL  
COHEN FOR AN ORDER OF CONTEMPT  
AGAINST MESOROLE, LLC AND/OR  
FULLER SMITH CAPITAL MANAGEMENT,  
LLC FOR VIOLATIONS OF THE COURT'S  
ORDER**

Date: May 15, 2014  
Time: 10:00 a.m.  
Judge: Hon. Julia W. Brand  
Crt. Rm.: 1375

1  
2 **DECLARATION OF DAVID H. OKEN**

3 I, David H. Oken, counsel for Synergy Partners USA, LLC (“Synergy”) and Michael  
4 Cohen (“Cohen”) (collectively Synergy and Cohen are referred to as “Moving Parties”) hereby  
5 declare:

6 1. I am employed at the law firm of Brinkman Portillo Ronk APC, counsel for  
7 the Moving Parties. I make this Declaration in support of Motion for an Order of Contempt  
8 (“Motion”) Against Mesorole, LLC and/or Fuller Smith Capital Management, LLC (collectively  
9 “Purchasers”) for Violations of the Court’s Order.

10 2. Synergy and Cohen retained Brinkman Portillo Ronk, APC (“BPR”) as  
11 counsel to assist in procuring the post-petition amounts owed to them by the Purchasers pursuant to  
12 the Order: *(A) Authorizing The Sale Of Substantially All Of The Debtors’ Assets Free And Clear Of*  
13 *Liens, Claims, Encumbrances, And Other Interests, Except As Provided In The Asset Purchase*  
14 *Agreement; (B) Authorizing And Approving Asset Purchase Agreement; (C) Approving The*  
15 *Assumption And Assignment Of Certain Of The Debtors’ Executory Contracts And Unexpired*  
16 *Leases Related Thereto; And (D) Granting Related Relief (“Sale Order”) [Docket No. 219] (“Sale*  
17 *Order”).*

18 4. On March 13, 2014, I forwarded a demand for payment of amounts owed by  
19 Purchasers to Synergy in the amount of \$18,000 and to Cohen in the amount of \$8,542.89. BPR did  
20 not receive any response to our March 13, 2014 demand letter. Attached hereto as Exhibit “A” is a  
21 true and correct copy of my March 13, 2014 correspondence to Purchasers.

1 5. Debtors' did not cure any of the post-petition, ordinary course billing amounts  
2 owed to either Synergy or Cohen as there was no response to my March 13, 2014 demand letter nor  
3 have Purchasers paid any amounts in response to my March 13, 2014 demand letter.

4 6. BPR has spent 8.7 hours at its normal rate of \$485 for David Oken and .5  
5 hours at its normal rate of \$390 for Kevin Ronk in preparation of the pleadings necessary to file this  
6 Motion. The foregoing hours include an estimated 3 hours for the preparation for, and attendance at,  
7 the hearing on this Motion by Daren Brinkman at his normal rate of \$575. Total fees sought by BPR  
8 as sanctions are \$6,091.00. Further, BPR has incurred costs in the amount of \$71.80 pursuing  
9 payment from the Purchasers and related to this Motion.  
10

11 I swear under penalty of perjury and under the laws of the United States of America  
12 that the foregoing is true and correct to the best of my knowledge, information and belief.  
13

14 Dated: April 24, 2014

15 /s/ David H. Oken  
16 David H. Oken, Esq.

# **EXHIBIT "A"**

**EXHIBIT "A"**

**BRINKMAN PORTILLO RONK, PC**

4333 PARK TERRACE DRIVE, SUITE 205  
WESTLAKE VILLAGE, CALIFORNIA 91361  
TELEPHONE (818) 597-2992  
FACSIMILE (818) 597-2998  
[firm@brinkmanlaw.com](mailto:firm@brinkmanlaw.com)

March 13, 2014

*Via Email ([ahirt@platinumllc.com](mailto:ahirt@platinumllc.com))*

Mesorole, LLC  
Ari Hurt  
152 West 57<sup>th</sup> Street, 54<sup>th</sup> Floor  
New York, New York 10019

*Via Email ([djf@fullersmith.com](mailto:djf@fullersmith.com))*

Fuller Smith Capital Management, LLC.  
Attn: Daniel J. Fuller  
23 Jefferson Road  
Princeton, New Jersey 08540

Re: Synergy Partners USA, LLC  
Michael Cohen  
Demand for Payment

Dear Mr. Hurt and Mr. Fuller,

Brinkman Portillo Ronk, APC represents Synergy Partners USA, LLC (“Synergy”) and Michael Cohen, an individual (“Cohen”) who are unpaid, post-petition creditors of debtors Colorep, Inc. (“Colorep”), Transprint USA, Inc. (“Transprint”) and Beta Color, LLC (“Beta”)(United States Bankruptcy Court – Central District of California, Case Number 2:13-bk-27869-WB)(collectively Colorep, Transprint and Beta are referred to herein as “Seller”). Pursuant to Section 2.3(a)(i) of the Asset Purchase Agreement (“APA”) entered into by and between Sellers and Mesorole, LLC and Fuller Smith Capital Management, LLC (collectively “Purchasers”) on or about October 4, 2013, Purchasers assumed:

“...all accruals, operating costs and expenses and accounts payable of a Debtor incurred in the ordinary course of business arising after the Petition Date and before Closing in accordance with the Budget (without giving effect to the Variance (as defined in the Budget)) that remain unpaid as of the Closing Date, and (ii) rent for the month ending October 31, 2013 owing under Debtors' lease for its New York facility;...”

Mesorole, LLC  
Ari Hurt

Fuller Smith Capital Management, LLC  
Daniel J. Fuller

March 13, 2014

Both Synergy and Cohen provided services to Seller subsequent to the bankruptcy petition filed by Seller on July 10, 2013. Furthermore, Synergy and Cohen issued post-petition invoices to Seller for post-petition work. Neither Synergy nor Cohen have been paid for their post-petition efforts as of the date of this letter. Attached to this letter are the relevant unpaid invoices for Synergy and Cohen. Please note that Cohen's invoice was prepared for Cohen by Ken Wilkerson (Transprint USA) on September 3, 2013. Below are the amounts owed to our Clients.

**Amounts Owed to Synergy:**

<b>Inv. Date</b>	<b>Inv. Description/No.</b>	<b>Client</b>	<b>Inv. Amt.</b>	<b>Balance Due Synergy</b>
8/5/13	Placement Fee	Transprint USA	\$18,000.00	<b>\$18,000.00</b>

**Amounts Owed to Cohen:**

<b>Inv. Date</b>	<b>Inv. Description/No.</b>	<b>Client</b>	<b>Inv. Amt.</b>	<b>Balance Due</b>
7/20/2013	Service Fees 7/15/13-7/19/13	Transprint USA	\$2,500.00	\$2,500.00
7/25/2013	Expenses 7/22/13 -7/26/13	Transprint USA	\$535.98	\$3,035.98
7/25/2013	Expenses 7/30/13 -8/1/13	Transprint USA	\$1,631.01	\$4,666.99
7/27/2013	Services Fees 7/22/13-7/26/13	Transprint USA	\$2,500.00	\$7,166.99
8/3/2013	Service Fees 7/29/13-8/2/13	Transprint USA	\$2,500.00	\$9,666.99
8/10/2013	Service Fees 8/5/13-8/9/13	Transprint USA	\$2,500.00	\$12,166.99
8/17/2013	Service Fees 8/12/13-8/16/13	Transprint USA	\$2,500.00	\$14,666.99
8/22/2013	Expenses 8/5/13-8/9/13	Transprint USA	\$901.88	\$15,568.87
8/23/2013	Service Fees 8/19/13 - 8/20/13	Transprint USA	\$1,000.00	\$16,568.87
8/30/2013	Service Fees 8/26/13 - 8/28/13	Transprint USA	\$1,000.00	\$17,568.87
		<b>TOTAL INVOICE AMOUNTS</b>		\$17,568.87
<b>Pmt Date</b>	<b>PAYMENTS</b>		<b>Pmt. Amount</b>	<b>Balance</b>
7/20/13	Wire		(\$2,500.00)	\$15,068.87
7/20/13	Wire		(\$3,500.00)	\$11,568.87
7/20/13	Wire		(\$2,500.00)	\$9,068.87
7/20/13	Wire		(\$ 525.98)	\$8,542.89
	<b>BALANCE DUE COHEN</b>			<b>\$8,542.89</b>

Mesorole, LLC  
Ari Hurt

Fuller Smith Capital Management, LLC  
Daniel J. Fuller

March 13, 2014

Based on Purchasers' assumption of Seller's post-petition liabilities in the APA, demand is hereby made for payment of Seller's post-petition obligations set forth in the above charts. Please make your payments as follows:

1. **\$18,000.00** made payable to Brinkman Portillo Ronk, APC and Synergy Partners USA, LLC and send payment to:

Brinkman Portillo Ronk, APC  
4333 Park Terrace Drive, Suite 205  
Westlake Village, Ca. 91361

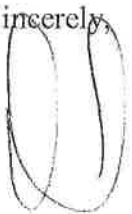
2. **\$8,542.89** made payable to Brinkman Portillo Ronk, APC and Michael Cohen and send payment to:

Brinkman Portillo Ronk, APC  
4333 Park Terrace Drive, Suite 205  
Westlake Village, Ca. 91361

Pursuant to Section 8.1(c) of the APA, the United States Bankruptcy Court, Central District of California ("Bankruptcy Court") retains exclusive jurisdiction to enforce the provisions of the Asset Purchase Agreement. Our client has authorized our firm to seek relief from the Bankruptcy Court in the event that Purchaser fails to comply with its obligations. This letter is sent as a courtesy to make one last attempt to avoid legal costs for all involved.

If payment is not received by our office within seven (7) days of the date of this letter, our firm will take further steps against your companies to recover the amounts owed to our Clients.

Sincerely,



David H. Oken, Esq.  
Encls. (invoices)

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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:

4333 Park Terrace Drive, Suite 205, Westlake Village, CA 91361

A true and correct copy of the foregoing document entitled (*specify*): **DECLARATION OF DAVID H. OKEN IN SUPPORT OF MOTION OF SYNERGY PARTNERS USA, LLC AND MICHAEL COHEN FOR AN ORDER OF CONTEMPT AGAINST MESOROLE, LLC AND/OR FULLER SMITH CAPITAL MANAGEMENT, LLC FOR VIOLATIONS OF THE COURT'S ORDER** 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*) April 24, 2014, 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*) April 24, 2014, 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*) \_\_\_\_\_, 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.

April 24, 2014  
*Date*

Haley Pinkston  
*Printed Name*

/s/ Haley Pinkston  
*Signature*



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**SERVICE LIST:**

Served by US Mail:

Hon. Julia W. Brand  
United States Bankruptcy Court  
Central District of California  
Edward R. Roybal Federal Building and Courthouse  
255 E. Temple Street, Suite 1382 / Courtroom 1375  
Los Angeles, CA 90012

Mesorole, LLC  
Ari Hurt  
152 West 57th Street, 54th Floor  
New York, New York 10019

Fuller Smith Capital Management, LLC.  
Attn: Daniel J. Fuller  
23 Jefferson Road  
Princeton, New Jersey 08540

Served Electronically by Court's Notice of Electronic Filing ("NEF") System:

- **Melanie Scott Green** Melanie.green@usdoj.gov
- **Patrick B Howell** phowell@whdlaw.com,  
dprim@whdlaw.com;tmichalak@whdlaw.com
- **David W. Meadows** david@davidwmeadowslaw.com
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- **Christopher O Rivas** crivas@reedsmith.com
- **Nicola G Suglia** nsuglia@fleischerlaw.com
- **United States Trustee (LA)** ustpreion16.la.ecf@usdoj.go