

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*

11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

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)

[PROPOSED] ORDER TO SHOW CAUSE

Motion for Order of Contempt

Date: May 15, 2014

Time: 10:00 a.m.

Judge: Hon. Julia W. Brand

Crt. Rm.: 1375

Deadline for Responsive Explanation: **May 8, 2014**

On April 21, 2014, Synergy Partners USA, LLC and Michael Cohen (collectively "Moving Parties") jointly filed a Motion for an Order of Contempt against Mesorole, LLC and/or Fuller Smith Capital Management, LLC (collectively "Purchasers") for Violations of the Court's Order.

An Order of Contempt is sought by Moving Parties as a result of Purchasers failures to abide by the Court's Order: (A) Authorizing The Sale Of Substantially All Of The Debtors' Assets Free

1 *And Clear Of Liens, Claims, Encumbrances, And Other Interests, Except As Provided In The Asset*
2 *Purchase Agreement; (B) Authorizing And Approving Asset Purchase Agreement; (C) Approving The*
3 *Assumption And Assignment Of Certain Of The Debtors' Executory Contracts And Unexpired*
4 *Leases Related Thereto; And (D) Granting Related Relief ("Sale Order") [Docket No. 219] ("Sale*
5 *Order").*

6 Purchasers have failed to comply with the provisions of the Sale Order requiring Purchasers
7 to pay Moving Parties' post-petition invoices (Synergy invoices total \$18,000; Michael Cohen
8 invoices total \$8,542.89) despite the passage of over six (6) months after the Sale Order was entered
9 on October 13, 2013. Purchasers have also failed to respond to the written demand for payment sent
10 to Purchasers on behalf of Moving Parties on March 13, 2014.

11
12 Purchasers' conduct constitutes a wilful violation of the Sale Order entitling Moving Parties
13 to reimbursement of their respective outstanding invoice amounts (Synergy invoices total \$18,000;
14 Michael Cohen invoices total \$8,542.89) as well as sanctions for the attorneys fees incurred by
15 Moving Parties in order to prepare and file Moving Parties' Motion for Contempt as well as to attend
16 the hearing on said Motion.
17

18
19 **IT IS HEREBY ORDERED:**

20 1. The Court finds that Purchasers, and each of them, have wilfully failed to comply
21 with the Court's *Order: (A) Authorizing The Sale Of Substantially All Of The Debtors' Assets Free*
22 *And Clear Of Liens, Claims, Encumbrances, And Other Interests, Except As Provided In The Asset*
23 *Purchase Agreement; (B) Authorizing And Approving Asset Purchase Agreement; (C) Approving The*
24 *Assumption And Assignment Of Certain Of The Debtors' Executory Contracts And Unexpired*
25 *Leases Related Thereto; And (D) Granting Related Relief ("Sale Order") [Docket No. 219] ("Sale*
26 *Order")* by failing to make reasonably timely payments to Moving Parties as required under the Sale
27 Order. The Court further finds that the facts submitted by Moving Parties in support of their Motion
28

1 for Contempt are uncontroverted and are hereby incorporated into the findings of fact under this
2 Order.

3 2. Inasmuch as the Purchasers, and each of them, have failed to provide the Court with a
4 satisfactory explanation for their respective failures to comply with the Sale Order, the Order to
5 Show Cause is granted;

6 2. Purchasers are order to individually and/or collectively pay to Moving the parties the
7 following amounts: (1) to Synergy, the amount of \$18,000; and (2) to Michael Cohen, the amount of
8 \$8,542.89) within three (3) days of the entry of this Order;

9 3. Purchasers are further order to individually and/or collectively pay the following
10 amounts as sanctions for the reasonable and necessary attorneys fees and costs to counsel for
11 Moving Parties: \$6,091 attorneys fees and \$71.80 expenses.
12
13

14
15 It is so ordered.

16
17 _____
18 JULIA W. BRAND
19 UNITED STATES BANKRUPTCY JUDGE
20
21
22
23
24
25
26
27
28

PROOF OF SERVICE OF DOCUMENT

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

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*): **[PROPOSED] ORDER TO SHOW CAUSE** 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

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

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

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
- **Stephan W Milo** smilo@wawlaw.com, psilling@wawlaw.com
- **Margreta M Morgulas** mmorgulas@stutman.com
- **Michael S Neumeister** mneumeister@stutman.com
- **Penelope Parmes** penelope.parmes@troutmansanders.com
- **Frank T Pepler** frank.pepler@dlapiper.com, carolyn.ernser@dlapiper.com
- **Danielle A Pham** dpham@stutman.com, daniellepham@gmail.com
- **Jeffrey M. Reisner** jreisner@irell.com
- **Christopher O Rivas** crivas@reedsmith.com
- **Nicola G Suglia** nsuglia@fleischerlaw.com
- **United States Trustee (LA)** ustpregion16.la.ecf@usdoj.go