

EXHIBIT A

EXHIBIT "A"

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10 *Michael Cohen*

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

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

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

20 Debtors,

ORDER TO SHOW CAUSE

21 Tax I.D. Nos. 94-3055026 (Colorep, Inc.) and
22 54-1200496 (Transprint USA, Inc.)

Motion for Order of Contempt

23 Date: May 15, 2014
24 Time: 10:00 a.m.
25 Judge: Hon. Julia W. Brand
26 Cr. Rm.: 1375

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

28 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.

1 An Order of Contempt is sought by Moving Parties as a result of Purchasers failures to
2 abide by the Court's Order: (A) Authorizing The Sale Of Substantially All Of The Debtors'
3 Assets Free And Clear Of Liens, Claims, Encumbrances, And Other Interests, Except As
4 Provided In The Asset Purchase Agreement; (B) Authorizing And Approving Asset Purchase
5 Agreement; (C) Approving The Assumption And Assignment Of Certain Of The Debtors'
6 Executory Contracts And Unexpired Leases Related Thereto; And (D) Granting Related Relief
7 ("Sale Order") [Docket No. 219] ("Sale Order").
8

9 Purchasers have failed to comply with the provisions of the Sale Order requiring
10 Purchasers to pay Moving Parties' post-petition invoices (Synergy invoices total \$18,000;
11 Michael Cohen invoices total \$8,542.89) despite the passage of over six (6) months after the Sale
12 Order was entered on October 13, 2013. Purchasers have also failed to respond to the written
13 demand for payment sent to Purchasers on behalf of Moving Parties on March 13, 2014.
14

15 Purchasers' conduct constitutes a wilful violation of the Sale Order entitling Moving
16 Parties to reimbursement of their respective outstanding invoice amounts (Synergy invoices total
17 \$18,000; Michael Cohen invoices total \$8,542.89) as well as sanctions for the attorneys fees
18 incurred by Moving Parties in order to prepare and file Moving Parties' Motion for Contempt as
19 well as to attend the hearing on said Motion.
20

21 **IT IS HEREBY ORDERED:**
22

23 1. The Court finds that Purchasers, and each of them, have wilfully failed to comply
24 with the Court's Order: (A) Authorizing The Sale Of Substantially All Of The Debtors' Assets
25 Free And Clear Of Liens, Claims, Encumbrances, And Other Interests, Except As Provided In
26 The Asset Purchase Agreement; (B) Authorizing And Approving Asset Purchase Agreement; (C)
27 Approving The Assumption And Assignment Of Certain Of The Debtors' Executory Contracts
28

1 *And Unexpired Leases Related Thereto; And (D) Granting Related Relief* (“Sale Order”)
2 [Docket No. 219] (“Sale Order”) by failing to make reasonably timely payments to Moving
3 Parties as required under the Sale Order. The Court further finds that the facts submitted by
4 Moving Parties in support of their Motion for Contempt are uncontroverted and are hereby
5 incorporated into the findings of fact under this Order.

6
7 2. Inasmuch as the Purchasers, and each of them, have failed to provide the Court
8 with a satisfactory explanation for their respective failures to comply with the Sale Order, the
9 Order to Show Cause is granted;

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

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

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18 It is so ordered.

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