

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address  MARTIN J. BRILL (SBN 53220) GARY E. KLAUSNER (SBN 69077) LEVENE, NEALE, BENDER, YOO & BRILL L.L.P. 10250 Constellation Boulevard, Suite 1700 Los Angeles, California 90067 Telephone: (310) 229-1234 Facsimile: (310) 229-1244 Email: mjb@lnbyb.com, gek@lnbyb.com  <input type="checkbox"/> Individual appearing without attorney <input checked="" type="checkbox"/> Attorney for: Debtor	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA - **SELECT DIVISION**</b>	
In re:  COLOREP, INC., a California corporation, et al.,  <p style="text-align: center;">Debtors.</p> Tax I.D. Nos. 94-3055026 (Colorep, Inc.) and 54-1200596 (Transprint USA, Inc.)  <p style="text-align: right;">Debtor(s).</p>	CASE NO.: 2:13-bk-27689-WB CHAPTER: 11  <b>APPLICATION FOR PAYMENT OF:</b> <input type="checkbox"/> INTERIM FEES AND/OR EXPENSES (11 U.S.C. § 331) <input checked="" type="checkbox"/> FINAL FEES AND/OR EXPENSES (11 U.S.C. § 330)  DATE: 05/29/2014 TIME: 10:00 am COURTROOM: 1325 PLACE: Courtroom 1375 <p style="text-align: center;">255 East Temple Street Los Angeles, CA 90012</p>

1. Name of Applicant (*specify*): Stubbs Alderton & Markilies, LLP
2. Type of services rendered:
  - a.  Attorney for (*specify*): the Debtors in the above-captioned jointly administered cases.
  - b.  Accountant for (*specify*): \_\_\_\_\_
  - c.  Other professional (*specify*): \_\_\_\_\_
3. Date of filing of petition under chapter 11 of the Bankruptcy Code: 07/10/2013
4. Date of entry of Order Approving Applicant's Employment: 08/22/2013
5. Date of filing of last Fee and/or Expense Application: December 20, 2013

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

6. Total fees allowed or paid to Applicant to date (including retainers and prior approved fee applications): \$ 27,000.00
- a. Retainer received: \$ 27,000.00
- b. Retainer remaining as of the date of this Application: \$ 0.00
- c. Total amount requested in all prior applications: \$ 0.00
- d. Total amount actually paid pursuant to prior approved applications: \$ 0.00
- e. Total amount currently due but unpaid pursuant to prior approved applications: \$ 0.00
- f. Total amount allowed but reserved pending final fee application: \$ 0.00

7. **Summary of Requested Fees:** (attach detailed supporting documentation to this Application)<sup>1</sup>

Professional Person's Name	Hourly Rate	X	Total Hours this Person	=	Total Fees this Person
a. Jonathan Hodes	\$ 625.00	X	18	=	\$ 11,250.00
b. Joe Stubbs	\$ 625.00	X	39.20	=	\$ 24,500.00
c. Jason Lee	\$ 435.00	X	14.80	=	\$ 6,438.00
d. Ryan Azlein	\$ 550.00	X	1.30	=	\$ 715.00
e. Michael Shaff	\$ 575.00	X	0.90	=	\$ 517.50
f. Konrad Gatien	\$ 590.00	X	1.40	=	\$ 826.00
g. <input type="checkbox"/> Continued on attached page					

8. The hourly rates above are the same rates charged by the above professionals for non-bankruptcy services except as follows:  See attached page

9. Bonus requested (final fee applications only): \$ 0.00  
(attach Declaration and Memorandum of Points and Authorities justifying bonus)

10. **TOTAL FEES REQUESTED THIS APPLICATION:** \$ 27,000.00

11. Total expenses paid to Applicant to date (including retainers and prior approved expense applications): \$ 0.00

<sup>1</sup>While these are fees incurred, Applicant is only requesting approval for \$27,000.00 actually paid by Debtor to Applicant.

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

12. **Summary of Requested Expense Reimbursement:** (attach detailed supporting documentation to this Application)

Type of Expense	Reimbursement Requested this Application
a. Company Research	\$ 0.00
b. Photocopying	\$ 0.00
c. Postage	\$ 0.00
d. Telephone	\$ 0.00
e. Courier service	\$ 0.00
f.	\$
g. <input type="checkbox"/> Continued on Attached Page	

13. **TOTAL EXPENSE REIMBURSEMENT REQUESTED THIS APPLICATION:** \$ 0.00

14. Applicant submits the following in support of the Application herein pursuant to LBR 2016-1 (specify):

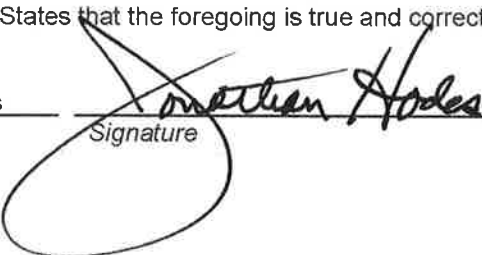
15. Total number of attached pages of supporting documentation: \_\_\_\_\_

16. Applicant declares under penalty of perjury under the laws of the United States that the foregoing Application and all attached supporting documentation are true and correct and accurately reflect services rendered and expenses incurred.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

5-7-14  
Date

Jonathan Hodes, Stubbs Alderton & Markiles  
Printed Name

  
Signature

**SUPPLEMENT TO THE APPLICATION FOR PAYMENT OF FINAL FEES AND/OR  
EXPENSES OF STUBBS ALDERTON & MARKILES, LLP  
REGARDING ITEM 7**

**Summary of Requested Fees**

**Detailed Listing of Professional Time Spent on Matters for Which Compensation Is Sought  
in the Application**

The Monthly Statements, itemizing fees for professional services and related expenses rendered during the Application Period, are attached hereto. Such Monthly Statements include detailed listings of all time spent by professionals on matters for which compensation is sought in the Application, including (i) the date each service was rendered; (ii) a description of each service rendered; (iii) the amount of time spent in rendering each service; and (iv) the person rendering each service.

**Qualifications of Professionals Rendering Services for Which Compensation Is Sought in  
the Application**

**Jonathan Hodes.** Jonathan R. Hodes is a partner of the Firm, and co-chair of the Mergers and Acquisitions Practice Group.

Jonathan concentrates in the area of domestic and international business structures and operations with an emphasis on corporate law, securities, and general business law, including international cross-border transactions. He devotes substantial time to buy side and sell side mergers and acquisitions, management buy-outs, leveraged buy-outs, leveraged recaps, mezzanine and senior debt financing transactions, work-outs and secured lending and leasing transactions.

Jonathan's experience includes a broad range of corporate work including complex public and private, domestic and international mergers and acquisitions with emphasis on middle market companies, purchases and sales of middle market companies, representation of emerging growth companies from inception through various tiers of venture capital financing and IPO's and corporate finance transactions. He also works on private equity deals with emphasis on add on portfolio acquisitions to existing platforms, and dispositions of portfolio companies.

Jonathan's practice also includes corporate, partnership and limited liability company formation and ongoing representation; as well as securities offerings including public, private, Rule 144A, and international Regulation S offerings as well as securities compliance matters. He has a broad range of industry experience in many industries, including biologics, money service business, television production and distribution, real estate developers, construction management, technology companies, hotel owners and operators, video game publishers, and the manufacturing sector.

Jonathan also handles equipment-leasing transactions and large project financing transactions, and the acquisition, development and financing of commercial and residential real property projects. He has represented large public and private companies and domestic real estate developers in major Southern California projects and joint ventures, including complex real estate financing transactions.

**V. Joseph Stubbs.** Joe Stubbs is a founding partner of the Firm, and a member of the Firm's Executive Committee. He is co-chair of the Firm's Venture Capital and Emerging Growth Practice Group, and of the Firm's Mergers and Acquisitions Practice Group.

Joe practices in the areas of corporate and securities law, emphasizing the corporate representation of both publicly-held and privately-held emerging growth and middle-market companies, venture capital and private equity firms, angel investment groups and investment banks. He acts as outside general counsel to numerous emerging growth and technology companies, advising on a wide range of legal and strategic issues at all stages of their evolutionary path. He particularly concentrates on advising companies in preparing for and successfully completing their angel, venture capital, private equity and debt financing transactions, their merger, acquisition and divestiture transactions and their initial and follow-on public offerings. He also serves as outside general counsel to various publicly-held companies, providing advice on all aspects of their business activities, including securities law compliance and corporate governance matters. His experience also includes corporate partnerships, restructurings and technology licensing.

Joe has lectured and written extensively on subjects relating to emerging growth companies, mergers and acquisitions, venture capital transactions, and public and private offerings of

securities. He has been a frequent lecturer at programs sponsored by, among others, The Los Angeles County Economic Development Corporation, The Software Council of Southern California, The Practicing Law Institute, the CalTech Enterprise Forum, the American Bar Association and the Los Angeles County Bar Association.

**Jason Lee.** Jason Lee is an associate of the Firm and was formerly an associate of the global law firm of Latham & Watkins LLP in Los Angeles.

Jason's practice focuses on corporate transactions, including mergers and acquisitions, dispositions and recapitalizations, private equity transactions, debt securities offerings, public offerings, and general corporate matters for both public and private clients, focusing on middle-market and emerging growth companies. In addition, Jason counsels companies in connection with company formation process, federal and state securities laws and compliance, corporate governance matters, joint ventures, and executive compensation matters.

Jason received his B.S. degree from Rutgers University in 2002 and his J.D., Order of the Coif, from the University of Southern California Gould School of Law in 2009. He is admitted to practice law in the State of California.

**ITEM 7**

**MONTHLY STATEMENTS**

**STUBBS ALDERTON & MARKILES, LLP**

15260 Ventura Boulevard  
20th Floor  
Sherman Oaks, CA 91403

Federal ID No. 02-0631013

COLOREP INC  
C/O JOSEPH P BARTLETT  
LAW OFFICES OF JOSEPH P BARTL  
1900 AVENUE OF THE STARS FL 20  
LOS ANGELES, CA 90067

Invoice Date: 06/30/2013  
Account No. COLOREP.01  
Invoice No. 40413  
Page No. 1

RE: General

Fees

		Hours	
06/26/2013			
JH	Conference yesterday with Joe Bartlett regarding description of issues in connection with advice to board of directors.	1.00	625.00
06/27/2013			
JH	45-minute call with Joe Bartlett, Gary Klausner and Joe Stubbs; meet internally at 2 P.M. to identify and isolate legal issues that will be involved in undertaking plus preparation of engagement letter (0.60 hr.).	3.00	1,875.00
VJS	Telephone conference with Messrs. Klausner and Bartlett regarding shareholder consent issues and bankruptcy issues; outline matters, information and issues to be analyzed and reviewed; outline tasks and structure of analysis Memorandum; conference with Messrs. Hodes, Azlein and Lee regarding same.	1.90	1,187.50
RA	Analysis of preferred stock approval requirements, review of related materials and meeting regarding same.	1.30	715.00
JL2	Conference with S. Stubbs and J. Hodes regarding company issues; Research various corporate issues including director liability and preferred rights	3.00	1,305.00
06/28/2013			
VJS	Review issues relating to ultra vice acts and impact on business judgement rule; conference with Mr. Lu regarding same.	0.40	250.00
JL2	Conference with S. Stubbs and J. Hodes regarding company issues; Research various corporate issues including director liability and preferred rights	2.20	957.00
06/29/2013			
JL2	Research various corporate issues including director liability and preferred rights	2.00	870.00
06/30/2013			
JL2	Research various corporate issues including director liability and preferred rights	3.50	1,522.50
	For Current Services Rendered	18.30	9,307.00



COLOREP INC

Account No: COLOREP-01  
Invoice No: 40413

General

	Recapitulation			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>	
Ryan Azlein	1.30	\$550.00	\$715.00	
V. Joseph Stubbs	2.30	625.00	1,437.50	
Jonathan Hodes	4.00	625.00	2,500.00	
Jason Lee	10.70	435.00	4,654.50	
Total Current Work			9,307.00	
Balance Due			<u>\$9,307.00</u>	

For payments by wire transfer, please use the following instructions:

City National Bank  
2029 Century Park East, Suite 100  
Los Angeles, CA 90067

Stubbs Alderton & Markiles, LLP  
ABA Routing # 122016066  
Account # 019 535 959

**STUBBS ALDERTON & MARKILES, LLP**

15260 Ventura Boulevard  
 20th Floor  
 Sherman Oaks, CA 91403

Federal ID No. 02-0631013

COLOREP INC  
 C/O JOSEPH P BARTLETT  
 LAW OFFICES OF JOSEPH P BARTL  
 1900 AVENUE OF THE STARS FL 20  
 LOS ANGELES, CA 90067

Invoice Date: 07/31/2013  
 Account No. COLOREP.01  
 Invoice No. 41048  
 Page No. 1

RE: General

Fees

		Hours	
07/01/2013	VJS Telephone call from Mr. Bartlett regarding proposed bankruptcy filing and WARN Act matters; review Federal, Virginia, New York and California WARN Act requirements; telephone conference with Mr. Kellman regarding same; work correspondence to Mr. Bartlett regarding questions to be answered in connection with WARN Act notices.	3.10	No Charge
07/26/2013	JH Commence review of asset purchase agreement.	2.00	1,250.00
07/29/2013	VJS Review Employment Application and correspondence regarding ASA; conference with Mr. Hodes regarding same.	0.30	187.50
07/30/2013	JH Conferences with J. Stubbs and Gary Klausner and Mike Neumeister regarding engagement issues.	0.75	468.75
	VJS Commence review of Asset Purchase Agreement.	1.00	625.00
07/31/2013	JH Attend board meeting conference call at 6 PM.	1.50	937.50
	VJS Review various correspondence regarding status; attend all-hands telephone call with Board of Directors regarding status and strategy; review correspondence from Mr. Klausner regarding results of hearing; review additional correspondence regarding same; all-hands telephone conference with Board of Directors.	3.20	2,000.00
	For Current Services Rendered	8.75	5,468.75
	Total Non-billable Hours	3.10	

Recapitulation

Timekeeper	Hours	Rate	Total
V. Joseph Stubbs	4.50	\$625.00	\$2,812.50
Jonathan Hodes	4.25	625.00	2,656.25

COLOREP INC

Account No:  
Invoice No:

Page: 2  
07/31/2013  
COLOREP-01  
41048

General

	Total Current Work	5,468.75
	Previous Balance before Adjustments	\$9,307.00
08/13/2013	Write Off - Pre-Bankrutpcy	-9,307.00
	Previous Balance	\$0.00
	Balance Due	<u>\$5,468.75</u>

For payments by wire transfer, please use the following instructions:

City National Bank  
2029 Century Park East, Suite 100  
Los Angeles, CA 90067

Stubbs Alderton & Markiles, LLP  
ABA Routing # 122016066  
Account # 019 535 959

**STUBBS ALDERTON & MARKILES, LLP**

15260 Ventura Boulevard  
20th Floor  
Sherman Oaks, CA 91403

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Federal ID No. 02-0631013

COLOREP INC  
C/O JOSEPH P BARTLETT  
LAW OFFICES OF JOSEPH P BARTL  
1900 AVENUE OF THE STARS FL 20  
LOS ANGELES, CA 90067

Invoice Date: 08/31/2013  
Account No. COLOREP.01  
Invoice No. 41608  
Page No. 1

RE: General

Fees

		Hours	
08/01/2013			
VJS	Attend Board calls; review correspondence from Mr. Klausner and D/P Loan Budget; review and respond to correspondence from Mr. Klausner regarding new budget; review correspondence regarding continuance of D/P hearing; review correspondence from Mr. Klausner regarding corporate resolution; review correspondence from Mr. Klausner regarding sale time-line; review Tentative Ruling regarding Bid Procedure.	2.60	1,625.00
08/03/2013			
VJS	Review and respond to correspondence from Mr. Bartlett regarding fiduciary duty issues.	0.40	250.00
08/07/2013			
JH	Work on review of Section 363 agreement for sale.	1.00	625.00
08/08/2013			
VJS	Telephone conference with Mr. Klausner; review engagement agreement with G. Akselrud Keen and related correspondence.	0.30	187.50
JH	Conference with Joe Bartlett regarding terminating security interest of lender and release of the assignment of tort claims and related matters.	0.25	156.25
08/12/2013			
VJS	Review and respond to correspondence from Mr. Klausner regarding 401(k) Plan questions.	0.30	187.50
08/20/2013			
VJS	Review and respond to correspondence from Mr. Klausner regarding Asset Purchase Agreement; review and develop comments on draft Asset Purchase Agreement.	3.30	2,062.50
MS	Research on using plan assets to pay plan liabilities; reviewed plan documents. Emailed Joe Stubbs.	0.90	517.50

COLOREP INC

General

		Hours	
08/21/2013	JH		
	Conference with Joe Bartlett (1:30 PM); conference with J. Stubbs regarding proposed letter to Rob Katz and Hillside Investment bankers.	0.50	312.50
08/27/2013	VJS		
	Telephone conference with Mr. Neumeister regarding Asset Purchase Agreement.	0.20	125.00
	For Current Services Rendered	9.75	6,048.75

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
V. Joseph Stubbs	7.10	\$625.00	\$4,437.50
Jonathan Hodes	1.75	625.00	1,093.75
Michael Shaff	0.90	575.00	517.50

Expenses

08/01/2013	Service Fee - Federal Express (Michael Neumeister)	13.31
08/01/2013	Service Fee - LexisNexis	945.00
	Total Expenses	958.31
	Total Current Work	7,007.06
	Previous Balance	\$5,468.75
	Balance Due	<u>\$12,475.81</u>

For payments by wire transfer, please use the following instructions:

City National Bank  
2029 Century Park East, Suite 100  
Los Angeles, CA 90067

Stubbs Alderton & Markiles, LLP  
ABA Routing # 122016066  
Account # 019 535 959

**STUBBS ALDERTON & MARKILES, LLP**

15260 Ventura Boulevard  
20th Floor  
Sherman Oaks, CA 91403

Federal ID No. 02-0631013

COLOREP INC  
C/O JOSEPH P BARTLETT  
LAW OFFICES OF JOSEPH P BARTL  
1900 AVENUE OF THE STARS FL 20  
LOS ANGELES, CA 90067

Invoice Date: 09/30/2013  
Account No. COLOREP.01  
Invoice No. 42386  
Page No. 1

RE: General

Fees

		Hours	
09/12/2013			
VJS	Review and develop comments on draft Asset Purchase Agreement in preparation for conference call; telephone conference with Messrs. Klausner and Hodes regarding same; review correspondence from Mr. Klausner regarding third party bids.	2.40	1,500.00
JH	Call with Gary Klausner (2 PM) regarding stock purchase agreement.	1.25	781.25
09/16/2013			
VJS	Review and develop comments on draft Asset Purchase Agreement relating to Meserole; correspondence to Mr. Klausner regarding same; review shut-down checklists.	2.90	1,812.50
JL2	Review and revise checklist for winding up companies	1.40	609.00
JH	Review latest draft of stock purchase agreement.	1.50	937.50
09/17/2013			
VJS	Prepare for and participate in Telephone conference with Messrs. Klausner and Resler regarding comments on draft Asset Purchase Agreement; review employment obligations and liabilities; review and supplement Close-Down Checklist; telephone conference with Mr. Klausner regarding same; review revised Asset Purchase Agreement circulated by Mr. Klausner.	3.10	1,937.50
JL2	Review and revise checklist for winding up companies	2.70	1,174.50
JH	Participate in call with Gary Klausner regarding new stock purchase agreement delivered by Meserole; finish checklist for closing up a business plus one-hour work on checklist plus meeting with Jason Lee and Joe Stubbs.	1.75	1,093.75
09/18/2013			
VJS	Prepare for Board ca.; review correspondence from Mr. Klausner and CloseDown Cost Schedule; attend telephonic Board meeting; review correspondence further review of Mr. Klausner regarding Meserole's formal offer; review Credit Bid Notice, revised Asset Purchase Agreement and Exhibits, draft Sales Order and contract assumption list; develop comments on Exhibits; correspondence to Mr. Resler regarding		

COLOREP INC

Account No:  
Invoice No:

General

		Hours	
JH	same; review revised draft of Asset Purchase Agreement. Revise checklist for board meeting.	2.90 0.50	1,812.50 312.50
09/19/2013			
VJS	Review correspondence from Mr. Bartlett regarding comments to Asset Purchase Agreement; review correspondence from Mr. Resler regarding same; review correspondence from Mr. Resler regarding sign-off on draft; review correspondence from Mr. Resler regarding same; review revised Asset Purchase Agreement; review correspondence from Mr. Klausner and response from Meserole.	1.20	750.00
09/20/2013			
KKG	Engage in teleconference with client re filing of liens against intellectual property held in China, India and Bangladesh. Draft and send correspondence to foreign associates in connection with same.	1.00	590.00
VJS	Telephone call from Mr. Resler regarding further assurances provisions of Trademark Assignment and Patent Agreement.	0.40	250.00
09/23/2013			
VJS	Review correspondence from Mr. Klausner regarding status and issues; review correspondence from Mr. Brown regarding meeting; review exchange of correspondence between Messrs. Klausner and Brown regarding status and Board meeting; correspondence to Mr. Klausner regarding meeting.	0.40	250.00
KKG	Exchange correspondence with foreign associates in China, India and Bangladesh re filing of liens against intellectual property assets. Draft and send correspondence to client providing details with respect to same.	0.40	236.00
09/24/2013			
VJS	Review correspondence from Mr. Klausner and revised Closing Expense Schedule; review revised Schedule; review correspondence from Mr. Levy regarding DIP loan; review correspondence from Mr. Klausner regarding same; review proposed letter to Mr. McPherson regarding investigation.	0.30	187.50
09/25/2013			
VJS	Review issues with letter relating to Mr. Bartlett's investigation; review correspondence from Mr. Brown regarding bullet point counter-offer; attend telephonic Board meeting regarding same; review correspondence from Mr. Klausner to Mr. Brown regarding response; review correspondence from Mr. Brown regarding same; review correspondence from Mr. Pepler regarding proposal.	2.10	1,312.50
09/26/2013			
VJS	Review correspondence from Mr. Klausner regarding new proposal; review second message regarding same; review correspondence from Mr. Pepler and counter-proposal.	0.60	375.00

COLOREP INC

Account No:

COLOREP-01

Invoice No:

42386

General

		Hours	
09/27/2013			
VJS	Review ESBA's revised schedule of closing expenses; attend telephonic Board meeting; review correspondence from Mr. Klausner and Mr. Pepler regarding modification of proposal.	1.80	1,125.00
09/30/2013			
VJS	Review correspondence from Mr. Klausner and revised Asset Purchase Agreement; review correspondence from Mr. Levy regarding same; review and respond to correspondence from Mr. Klausner regarding meeting of the Board; review correspondence from Mr. Brown and Airdye documents; review McPherson letter; correspondence to Mr. Klausner regarding meeting and documents; review correspondence from Mr. Resler regarding preservation of DIP Liens/Claim.	0.90	562.50
JH	Prepare letter to John McPherson plus correspondence to and from Joe Bartlett.	1.00	625.00
	For Current Services Rendered	<u>30.50</u>	<u>18,234.50</u>

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
V. Joseph Stubbs	19.00	\$625.00	\$11,875.00
Jonathan Hodes	6.00	625.00	3,750.00
Jason Lee	4.10	435.00	1,783.50
Konrad K. Gatien	1.40	590.00	826.00

Expenses

09/30/2013	Service Fee - Kellman & Kleiman -Conference Call with J. Stubbs and J. Hodes regarding: Employee Liabilities	84.00
	Total Expenses	84.00
	Total Current Work	18,318.50
	Previous Balance	\$12,475.81

Payments

10/07/2013	Payment applied from trust account.	-10,000.00
	Balance Due	<u>\$20,794.31</u>



**STUBBS ALDERTON & MARKILES, LLP**

15260 Ventura Boulevard  
 20th Floor  
 Sherman Oaks, CA 91403

Federal ID No. 02-0631013

COLOREP INC  
 C/O JOSEPH P BARTLETT  
 LAW OFFICES OF JOSEPH P BARTL  
 1900 AVENUE OF THE STARS FL 20  
 LOS ANGELES, CA 90067

Invoice Date: 10/31/2013  
 Account No. COLOREP.01  
 Invoice No. 43071  
 Page No. 1

RE: General

Fees

		Hours	
10/01/2013	VJS Review revised version of Sale Order and Exhibits to Asset Purchase Agreement; review correspondence from Mr. Levy regarding comments; review correspondence from Mr. Bartlett regarding same; review exchange of correspondence among Messrs. Klausner, Levy and Bartlett regarding DIP financing and revised Asset Purchase Agreement.	0.50	312.50
10/03/2013	VJS Review revised Asset Purchase Agreement; review Sale Order; review various correspondence from Messrs. Klausner, Resler, Levy and Bartlett regarding same; review proposed letter to employees; conference with Mr. Hodes regarding same; review Notice of Lodgment regarding Sale Order.	0.70	437.50
	JH Prepare letter to employees; call with J. Stubbs and separate call with Gary Klausner regarding same; review numerous emails regarding order of sale.	1.00	625.00
10/04/2013	VJS Conference with Mr. Hodes regarding priority wage claims.	0.10	62.50
	JH Review stock purchase agreement for notice requirements to employees; plus 25 minute call to Gary Klausner regarding status of employee notice issues and that purchaser picks up PTO and accrued pre-petition wages (to maximum extent required by law); plus discussion with Jeff Ressler regarding who will be handling Colorep closing and who the counsel to purchasers are and timing of closing.	1.00	625.00
	For Current Services Rendered	<u>3.30</u>	<u>2,062.50</u>

Recapitulation

Timekeeper	Hours	Rate	Total
V. Joseph Stubbs	1.30	\$625.00	\$812.50
Jonathan Hodes	2.00	625.00	1,250.00

COLOREP INC

General

Page: 2  
10/31/2013  
Account No: COLOREP-01  
Invoice No: 43071

Total Current Work	2,062.50
Previous Balance	\$20,794.31
<u>Payments</u>	
10/22/2013 Payment - Thank You. Wire	-2,475.81
10/22/2013 Payment - Thank You. Wire	-14,524.19
Total Payments	-17,000.00
Balance Due	<u>\$5,856.81</u>

For payments by wire transfer, please use the following instructions:

City National Bank  
2029 Century Park East, Suite 100  
Los Angeles, CA 90067

Stubbs Alderton & Markiles, LLP  
ABA Routing # 122016066  
Account # 019 535 959

**STUBBS ALDERTON & MARKILES, LLP**

15260 Ventura Boulevard  
 20th Floor  
 Sherman Oaks, CA 91403

Federal ID No. 02-0631013

COLOREP INC  
 C/O JOSEPH P BARTLETT  
 LAW OFFICES OF JOSEPH P BARTL  
 1900 AVENUE OF THE STARS FL 20  
 LOS ANGELES, CA 90067

Invoice Date: 11/30/2013  
 Account No. COLOREP.01  
 Invoice No. 43761  
 Page No. 1

RE: General

Fees

		Hours	
11/05/2013	VJS Telephone call from Mr. Ressler regarding 401(k) issues; review litigation materials forwarded by Mr. Ressler; telephone conference with Mr. Ressler regarding additional information; review Plan documents and demand letter regarding expense payments; review ERISA provisions regarding sponsor and non-sponsor expenses.	2.40	1,500.00
11/06/2013	VJS Review 401(k) plan issues; research same; review Plan documents regarding same; telephone conference with working group regarding same.	2.50	1,562.50
	For Current Services Rendered	4.90	3,062.50

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
V. Joseph Stubbs	4.90	\$625.00	\$3,062.50
Total Current Work			3,062.50
Previous Balance			\$5,856.81
Finance Charge			1.04
Balance Due			<u>\$8,920.35</u>

**STUBBS ALDERTON & MARKILES, LLP**

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 20th Floor  
 Sherman Oaks, CA 91403

Federal ID No. 02-0631013

COLOREP INC  
 C/O JOSEPH P BARTLETT  
 LAW OFFICES OF JOSEPH P BARTL  
 1900 AVENUE OF THE STARS FL 20  
 LOS ANGELES, CA 90067

Invoice Date: 03/31/2014  
 Account No. COLOREP.01  
 Invoice No. 46514  
 Page No. 1

RE: General

Fees

		Hours		
03/13/2014	VJS			
	Review correspondence from Mr. Klausner regarding status.	0.10		62.50
	For Current Services Rendered	0.10		62.50
Recapitulation				
<u>Timekeeper</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
V. Joseph Stubbs		0.10	\$625.00	\$62.50
Total Current Work				62.50
Balance Due				<u>\$62.50</u>

For payments by wire transfer, please use the following instructions:

City National Bank  
 2029 Century Park East, Suite 100  
 Los Angeles, CA 90067

Stubbs Alderton & Markiles, LLP  
 ABA Routing # 122016066  
 Account # 019 535 959

## 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:

A true and correct copy of the foregoing document entitled: **APPLICATION FOR PAYMENT OF INTERIM (11 U.S.C. § 331)/FINAL FEES AND/OR EXPENSES (11 U.S.C. § 330)** 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) \_\_\_\_\_, 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) 5-7-14, 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.

5-7-2014  
Date

Judith Fulton  
Printed Name

Judith Fulton  
Signature

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

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  
95 East Broadway  
Roslyn, NY 11576

Mimaki USA, Inc.  
c/o William Hearnburg, Jr.  
Smith, Gambrell & Russell, LLP  
1230 Peachtree Street NE, Suite 3100  
Atlanta, GA 30309

Mimaki USA, Inc.  
Dept. CH 17368  
Palatine, IL 6055-7368

Bonnie Julian  
1244 Pole Branch Rd.  
Clover, SC 29710

L.H. Charney Associates, LLC  
Attn: Bruce Block  
1441 Broadway  
New York, NY 10018

Counsel to L.H. Charney Associates, LLC  
Attn: Scott S. Markowitz  
Tarter Krinskky & Drogin LLP  
1350 Broadway  
New York, NY 10018

Fish & Associates  
Attn: Mei Tsang  
2603 Main Street, Suite 10000  
Irvine, CA 91614-4271

Fedex – Techconnect  
Attn: Pam Gish  
Lockbox 360353  
500 Ross St. - Rm. 154-0455  
Pittsburgh, PA 15252

Federal Express Corp.  
P.O. Box 371461  
Pittsburgh, PA 15250-7461

Stand Energy Corporation  
Attn: Kathy Kellems, Credit Manager  
1077 Celestial St., Ste. 110  
Cincinnati, OH 45202

Stand Energy Corporation  
P.O. Box 632712  
Pittsburgh, PA 15250-7461

Carlo Tenconi  
Via Stromboli 209  
Milan 20144  
ITALY

Atlantic Paper Company  
430 Feheley 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., Ste. 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

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Ron Maroko  
Office of the United States Trustee  
725 S. Figueroa St., Ste. 2600  
Los Angeles, CA 90017

Secured Lenders

Meserole, LLC  
Attn: Ari Hirt  
152 W. 57<sup>th</sup> Street, 4<sup>th</sup> Floor  
New York, NY 10019

Counsel to Meserole, LLC  
DLA Piper LLP (US)  
Attn: Stuart Brown  
919 North Market Street, Suite 1500  
Wilmington, DE 19801

Atty/Meserole LLC & Fuller Smith Capital  
Mgt  
DLA Piper LLP (US)  
Attn: Frank Pepler & Bertrand Pan  
550 S. Hope St., Ste. 2300  
Los Angeles, CA 90071-2678