

1 ROBERT D. KATZ  
rdkatz@esba.com  
2 EXECUTIVE SOUNDING BOARD ASSOCIATES, LLC  
2 Penn Center, 1500 JFK Blvd.  
3 Suite 1730  
Philadelphia, PA 19102  
4 Telephone: (215) 568-5788  
Telecopy: (215) 568-5769

5 Chief Restructuring Officer  
6 for Debtors and Debtors in Possession

7 Debtors' Mailing Address:  
Colorep, Inc. and Transprint USA, Inc.  
8 100 Pleasant Valley Road  
Harrisonburg, VA 22801-9790

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

12 In re ) Case No. 13-bk-27689-WB  
13 )  
14 COLOREP, INC., ) Chapter 11  
a California corporation, *et al.*, ) (Jointly Administered)  
15 )  
Debtors. ) **DECLARATIONS OF LARRY LEVY IN**  
16 ) **SUPPORT OF SECOND AND FINAL**  
Tax I.D. Nos. 94-3055026 (Colorep, Inc.) and ) **APPLICATION OF EXECUTIVE**  
54-1200596 (Transprint USA, Inc.) ) **SOUNDING BOARD ASSOCIATES LLC**  
17 ) **AS CHIEF RESTRUCTURING OFFICER**  
18 ) **TO THE DEBTORS FOR**  
19 ) **COMPENSATION AND ALLOWANCE**  
20 ) **OF PROFESSIONAL FEES AND**  
21 ) **EXPENSES DURING THE PERIOD**  
22 ) **FROM JULY 10, 2013 THROUGH MAY**  
23 ) **31, 2014;**

24 **Hearing Date**

25 )  
26 )  
27 )  
28 )  
Date: May 29, 2014  
Time: 10:00 a.m.  
Location: Courtroom 1375  
255 East Temple Street  
Los Angeles, CA 90012

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**DECLARATION OF LARRY LEVY**

I, Larry Levy, declare as follows:

1. I am over 18 years of age and if called upon I would and could competently testify as to the matters set forth herein from my own personal knowledge. I am a member of the Board of Directors for Colorep, Inc. and Transprint USA, Inc. (together, the "Debtors"). As a director for the Debtors, I am personally familiar with the Debtors' business operations, assets, liabilities, and books and records.

2. I submit this declaration in support of the *Second and Final Application of Executive Sounding Board Associates, LLC as Chief Restructuring Officer to the Debtors for Compensation and Allowance of Professional Fees and Expenses During the Period from July 10, 2013 through May 31, 2014* (the "Application")<sup>1</sup> filed by Executive Sounding Board Associates LLC ("ESBA").

3. I worked with ESBA during these bankruptcy cases, and I am generally familiar with the services ESBA performed on behalf of the Debtors. I have reviewed this Application, and I support the award of fees and costs requested therein, based on my understanding that ESBA is not seeking from the Debtors additional compensation for any unpaid fees or expenses as originally noted in the ESBA's Interim Fee Application [Docket No. 259], approved by the Court on 02/07/14

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

Executed this 13th day of May, 2014, at Los Angeles, California.



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Larry Levy

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<sup>1</sup> Capitalized terms not otherwise defined herein have the same meaning as in the Application.

## 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: 1901 Avenue of the Stars, 12<sup>th</sup> Floor, Los Angeles, California 90067. A true and correct copy of the foregoing document entitled: **DECLARATION OF LARRY LEVY IN SUPPORT OF SECOND AND FINAL APPLICATION OF EXECUTIVE SOUNDING BOARD ASSOCIATES, LLC AS CHIEF RESTRUCTURING OFFICER TO THE DEBTORS FOR COMPENSATION AND ALLOWANCE OF PROFESSIONAL FEES AND EXPENSES DURING THE PERIOD FROM JULY 10, 2013 THROUGH MAY 31, 2014** 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 May 13, 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 May 13, 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.

Ron Maroko  
Office of the United States Trustee  
725 South Figueroa Street, Suite 2600  
Los Angeles, CA 90017

**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 May 13, 2014, 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.

**Via Overnight Mail**

Honorable Julie W. Brand  
U.S. Bankruptcy Court  
255 E. Temple Street  
Suite 1382 / Courtroom 1375  
Los Angeles, CA 90012

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

May 14, 2014  
Date

Lisa Masse  
Printed Name

/s/ Lisa Masse  
Signature

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

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):**

*Martin J Brill on behalf of Debtor Colorep, Inc.  
mjb@lnbrb.com*

*Daren Brinkman on behalf of Creditor Synergy Partners USA, LLC  
office@brinkmanlaw.com*

*Daren Brinkman on behalf of Creditor Michael Cohen  
office@brinkmanlaw.com*

*Melanie Scott Green on behalf of U.S. Trustee United States Trustee (LA)  
Melanie.green@usdoj.gov*

*Patrick B Howell on behalf of Creditor Sensient Imaging Technologies S.A., Sensient  
Technologies Corporation  
phowell@whdlaw.com, dprim@whdlaw.com;tmichalak@whdlaw.com*

*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@omm.com*

*Michael S Neumeister on behalf of Debtor In Possession Transprint USA, Inc.  
mneumeister@omm.com*

*Penelope Parmes on behalf of Interested Party Anthem Health Plans of Virginia, Inc.  
penelope.parmes@troutmansanders.com*

*Frank T Pepler on behalf of Creditor Fuller Smith Capital Management LLC  
frank.pepler@dlapiper.com, linda.vallin@dlapiper.com*

*Frank T Pepler on behalf of Creditor Meserole, LLC*  
*frank.pepler@dlapiper.com, linda.vallin@dlapiper.com*

*Frank T Pepler on behalf of Creditor Saviva FS 1 LP*  
*frank.pepler@dlapiper.com, linda.vallin@dlapiper.com*

*Danielle A Pham on behalf of Debtor Colorep, Inc.*  
*dpham@gordonsilver.com*

*Danielle A Pham on behalf of Debtor Transprint USA, Inc.*  
*dpham@gordonsilver.com*

*Danielle A Pham on behalf of Debtor In Possession Transprint USA, Inc.*  
*dpham@gordonsilver.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*

*Nicola G Suglia, Esq on behalf of Creditor Canon Financial Services, Inc. c/o Fleischer,*  
*Fleischer & Suglia*  
*nsuglia@fleischerlaw.com*

*United States Trustee (LA)*  
*ustpreion16.la.ecf@usdoj.gov*