

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

8 Counsel for *Synergy Partners USA, LLC*
9 *And Michael Cohen*

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

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

16 Debtors,

17 Tax I.D. Nos. 94-3055026 (Colorep, Inc.) and
18 54-1200496 (Transprint USA, Inc.)

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

Chapter 11

(Jointly Administered)

**LIMITED OPPOSITION OF SYNERGY
PARTNERS USA, LLC AND MICHAEL
COHEN TO MOTION FOR ORDER
DISMISSING THE DEBTORS' CHAPTER 11
CASES PURSUANT TO BANKRUPTCY
CODE SECTION 1112(b)**

Date: May 29, 2014
Time: 10:00 a.m.
Judge: Hon. Julia W. Brand
Crt. Rm.: 1375

19 Synergy Partners USA, LLC ("Synergy") and Michael Cohen ("Cohen") file this limited
20 opposition ("Opposition")¹ to the *Notice of Motion and Motion for an Order Dismissing the*
21
22
23

24
25
26 ¹ Contemporaneously with this Opposition, Synergy and Cohen are filing a separate motion for an order: (1) allowing
27 the administrative expense claims of Synergy (\$18,000) and Cohen (\$8,542.89); and (2) compelling Meserole, LLC
28 and/or Fuller Smith Capital Management ("Purchasers") to pay Synergy and Cohen; or, in the alternative, requiring
Executive Sounding Board Associates, LLC ("ESBA"), to disgorge its professional fees to Debtors and requiring
Debtors to immediately pay Synergy and Cohen (the "Motion for Administrative Claims"). Synergy and Cohen are also
filing an ex parte motion to have the Motion for Administrative Claims heard on shortened (the "Ex Parte Motion")
notice in conjunction with the hearings on the Dismissal Motion and the final fee application of ESBA.

1 *Debtors' Chapter 11 Cases Pursuant to Bankruptcy Code Section 1112(b)*[Docket 295] and
2 respectfully submit as follows:

3 **I. INTRODUCTION**

4 Synergy and Cohen provided post-petition services to Debtors for which they have not been
5 paid. Synergy and Cohen understand other administrative expense claimants have been paid all or a
6 substantial portion of their claims, including, Executive Sounding Board Associates, LLC, the
7 Debtors' chief restructuring officer and the Debtors' bankruptcy counsel. Synergy and Cohen seek a
8 delay of dismissal of the above-referenced bankruptcy on the grounds that dismissal, while two
9 administrative expense claimants' claims have not been paid, is not in the best interests of the
10 creditors or the Debtors' estates and Synergy and Cohen will suffer prejudice if the case is dismissed
11 before their Motion for Administrative Claims is heard. However, if the Court is inclined to grant
12 the Motion to Dismiss over the objection of Synergy and Cohen, Synergy and Cohen respectfully
13 request that the Court retain jurisdiction over the Motion for Administrative Claims and the
14 enforcement of payment of the administrative claims.
15
16

17 **II. FACTS**

18 After the filing of the Debtors bankruptcy petitions on July 10, 2013, Colorep, Inc. and
19 Transprint USA, Inc. ("Debtors") retained the services of both Synergy and Cohen in the ordinary
20 course of Debtors' business. (Declaration of Thomas Varian ¶3; Declaration of Michael Cohen ¶3²)
21 Synergy provided temporary employees. (Declaration of Thomas Varian ¶¶3, 4). Cohen provided
22 website design and maintenance work. (Declaration of Michael Cohen ¶3) Pursuant to those
23 services, Debtors owe Synergy \$18,000 and Cohen \$8,542.89. (Declaration of Thomas Varian ¶3;
24
25

26
27 ² For purposes of this Opposition, the Declarations of Thomas Varian, Michael Cohen and David Oken, referred to
28 herein, refer to their respective declarations filed in support of Synergy's and Cohen's Motion for an Order: (1) Allowing
Administrative Expense Claims; and (2) Compelling Purchasers to Pay Administrative Claims, or, in the Alternative,
Requiring ESBA to Disgorge Professional Fees For Payment of Administrative Expense Claims and are incorporated by
reference hereto.

1 Declaration of Michael Cohen ¶(3). As of the date of this Opposition, Synergy and Cohen remain
2 unpaid.³

3 **III. ARGUMENT**

4 **A. The Court Should Delay Dismissal Until After the Motion for Administrative Claims is**
5 **Heard Because Dismissal Would Result in Prejudice to Synergy and Cohen**

6 Synergy and Cohen provided post-petition services to the Debtors' for which they have not
7 received payment. Synergy and Cohen understand the other administrative expense claimants,
8 including the Debtors' professionals have been paid all or a substantial portion of their claims.
9 Dismissal of the Debtors' bankruptcy cases is not the best interests of the creditors until Synergy and
10 Cohen's Motion for Administrative Claims is heard and ruled upon. If the Court dismisses the cases
11 before hearing the Motion for Administrative Claims, Synergy and Cohen will suffer prejudice
12 because all of the Debtors' assets have gone to the purchasers and Synergy and Cohen will be left
13 unpaid with no source of recovery.
14
15

16 ///

17 ///

18

19

20

21

22

23

24

25

26

27

28

³ Synergy and Cohen previously filed a motion to hold Purchasers in contempt for failure to comply with the Court's order authorizing the Debtors' to sell substantially all of their assets (Docket 219). The hearing on the Motion for Contempt was set for May 15, 2014, however, Synergy and Cohen withdrew the Motion for Contempt on May 12, 2014.

IV. CONCLUSION

1
2 For the foregoing reasons, Synergy and Cohen respectfully request that the Court delay the
3 Motion to Dismiss until Synergy and Cohen's Motion for Administrative Claims can be heard and
4 ruled upon and such ruling enforced. However, if the Court is inclined to grant the Motion to
5 Dismiss over the objection of Synergy and Cohen, Synergy and Cohen respectfully request that the
6 Court retain jurisdiction over the Motion for Administrative Claims and the enforcement of payment
7 of the administrative claims.
8

9 Respectfully submitted,

10 Dated: May 15, 2014

BRINKMAN PORTILLO RONK, APC

11
12
13 By: /s/ Kevin R. Ronk
14 Daren R. Brinkman
15 Laura J. Portillo
Kevin R. Ronk
David H. Oken

16 Counsel for *Synergy Partners USA, LLC*
17 and *Michael Cohen*
18
19
20
21
22
23
24
25
26
27
28

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*): **LIMITED OPPOSITION OF SYNERGY PARTNERS USA, LLC AND MICHAEL COHEN TO MOTION FOR ORDER DISMISSING THE DEBTORS' CHAPTER 11 CASES PURSUANT TO BANKRUPTCY CODE SECTION 1112(b)** 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*) **May 15, 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*) **May 15, 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.

May 15, 2014
Date

Haley Pinkston
Printed Name

/s/ Haley Pinkston
Signature

SERVICE LIST

Served by Overnight Delivery:

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

Served by US Mail:

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:

- **Martin J Brill** mjb@lnbrb.com
- **Daren Brinkman** office@brinkmanlaw.com
- **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@omm.com
- **Penelope Parmes** penelope.parmes@troutmansanders.com
- **Frank T Pepler** frank.pepler@dlapiper.com, linda.vallin@dlapiper.com
- **Danielle A Pham** dpham@gordonsilver.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.gov