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PROPOSED ATTORNEYS FOR DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § Chapter 11
§
TPP ACQUISITION, INC. d/b/a The § Case No. 16-33437-hdh-11
Picture People, §
§ Hearing Date and Time:
Debtor. § September 7, 2016 @ 10:00 a.m.

DEBTOR’S WITNESS AND EXHIBIT LIST FOR SEPTEMBER 7, 2016 HEARING

TPP Acquisition, Inc. d/b/a The Picture People (“TPP” or the “Debtor”) hereby submits this Witness and Exhibit List for the September 7, 2016 Hearing on the following matters:

- (i) *Notice of Designation as Complex Chapter 11 Bankruptcy Case* [Docket No. 4] (the “Complex Case Designation”);
- (ii) *Debtor’s Emergency Motion for Entry of Interim and Final Orders Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtor and Debtor in Possession to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 5 & 6] (the “DIP Financing Motion”);
- (iii) *Debtors’ Emergency Motion for an Order Authorizing the Debtor to (I) Pay Certain Prepetition Wages, Other Compensation and Reimbursable Employee Expenses, and (II) Continue Employee Benefits Programs* [Docket No. 8] (the “Wage Motion”);



- (iv) *Debtor's Emergency Motion for an Order (I) Authorizing Continued Use of Existing Business Forms and Records, (II) Authorizing Maintenance of Existing Corporate Bank Accounts and Cash Management System, (III) Authorizing Payment of Prepetition Costs and Fees Associated with Customer Credit and Debit Card Transactions, and (IV) Waiving Certain U.S. Trustee Requirements* [Docket No. 9] (the "Cash Management Motion");
- (v) *Debtor's Emergency Motion for Entry of Order Authorizing the Debtor to Honor Certain Prepetition Obligations to Customers and to Otherwise Continue Customer Programs in the Ordinary Course of Business* [Docket No. 10] (the "Customer Programs Motion");
- (vi) *Debtor's Emergency Motion for an Order Pursuant to 11 U.S.C. §§ 105(a) and 363(c) Authorizing the Debtor to (I) Continue its Insurance Policies, and (II) Pay Insurance Premiums Thereon* [Docket No. 11] (the "Insurance Motion");
- (vii) *Debtor's Emergency Motion for an Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507(a)(8) (I) Authorizing the Debtor to Pay Certain Prepetition Taxes and (II) Directing Financial Institutions to Honor and Process Related Checks and Transfers* [Docket No. 12] (the "Tax Motion");
- (viii) *Debtor's Emergency Motion Pursuant to 11 U.S.C. §§ 105 and 363 for Authority to Pay or Honor Prepetition Obligations to Certain Shippers, Warehousemen and Miscellaneous Lien Claimants* [Docket No. 14] (the "Shippers Motion");
- (ix) *Motion for an Extension of Time to File Schedules of Assets and Liabilities, Schedule of Executory Contracts, and Statement of Financial Affairs* [Docket No. 15] (the "Motion to Extend Deadline to File Schedules");
- (x) *Debtor's Expedited First Omnibus Motion to Reject Certain Unexpired Real Property Leases Pursuant to Bankruptcy Code § 365 and Bankruptcy Rule 6006* [Docket No. 16] (the "First Omnibus Lease Rejection Motion"); and
- (xi) *Debtor's Application for Entry of an Order, Pursuant to 28 U.S.C. § 156(c), Authorizing the Retention and Appointment of Kurtzman Carson Consultants LLC as Claims, Noticing, and Balloting Agent Nunc Pro Tunc to the Petition Date* [Docket No. 17] (the "KCC Retention Application").

WITNESSES

The Debtor designates the following individuals who may be called as witnesses at the September 7, 2016 Hearing (exclusive of those that may be used for impeachment purposes):

1. Stuart Noyes, Chief Restructuring Officer of Debtor

2. Representative of Monroe Capital Management Advisors, LLC, Monroe Capital Partners Fund, LP and/or Monroe Capital Corporation

The Debtor reserves the right to call any witnesses designated by any other party.

EXHIBITS

The Debtor designates the following exhibits that may be used at the September 7, 2016

Hearing (exclusive of those that may be used for impeachment purposes):

Exhibit Number	DESCRIPTION	J U D I C I A L N O T I C E	M A R K E D	O F F E R E D	O B J E C T	A D M I T	D A T E	Disp. After Trial
1.	Statement of Background Information and Declaration of Stuart Noyes, Chief Restructuring Officer of TPP Acquisition, Inc. d/b/a The Picture People, in Support of Debtor’s Chapter 11 Petition and First-Day Motions [Docket No. 3]							
2.	DIP Credit Agreement (<i>Exhibit B to the DIP Financing Motion</i>)							
3.	List of Unexpired Leases Debtor is Seeking to Reject (<i>Exhibit A to the First Omnibus Lease Rejection Motion</i>)							
4.	Evan Gershbein Declaration (<i>Exhibit A to KCC Retention Application</i>)							

Exhibit Number	DESCRIPTION	J U D I C I A L N O T I C E	M A R K E D	O F F E R E D	O B J E C T	A D M I T	D A T E	Disp. After Trial
5.	Kurtzman Carson Consultants LLC Engagement Agreement (<i>Exhibit B to KCC Retention Application</i>)							

The Debtor asks that the Court take judicial notice of the pleadings and transcripts filed (including any and all schedules, amendments, exhibits, and other attachments thereto) in the proceedings before this Court. The Debtor reserves the right to use any exhibits presented by any other party. The Debtor reserves the right to amend and/or supplement this exhibit list. The Debtor also reserves the right to use exhibits not listed herein for impeachment purposes at the September 7, 2016 Hearing.

RESPECTFULLY SUBMITTED this 2nd day of September, 2016.

HAYNES AND BOONE, LLP

By: /s/ Robert D. Albergotti

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