




CLERK, U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS

**ENTERED**

THE DATE OF ENTRY IS ON  
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed September 8, 2016

  
United States Bankruptcy Judge

**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, §  
§  
Debtor. §

**ORDER AUTHORIZING DEBTOR TO (I) PAY CERTAIN PRE-PETITION WAGES,  
OTHER COMPENSATION AND REIMBURSABLE EMPLOYEE EXPENSES, AND  
(II) CONTINUE EMPLOYEE BENEFITS PROGRAMS**

On September 7, 2016, the Court conducted a hearing to consider the *Debtor's* *Emergency Motion for Order Authorizing the Debtors to (I) Pay Certain Prepetition Wages, Other Compensation and Reimbursable Employee Expenses, and (II) Continue Employee Benefits Programs* (the "Motion")<sup>1</sup> filed by TPP Acquisition, Inc. d/b/a The Picture People ("TPP" or the "Debtor"). The Court finds that: (i) it has jurisdiction over the matters raised in the

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.



Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Motion is in the best interests of the Debtor, its estate, and its creditors; (iv) proper and adequate notice of the Motion has been given and no other or further notice is necessary; and (v) upon the record herein after due deliberation thereon, good and sufficient cause exists for the granting of the relief as set forth herein.

Therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Subject to the requirements of Bankruptcy Code §§ 507(a)(4) and (a)(5), the Debtor is authorized, in its discretion, to pay and remit in the ordinary course of business and in accordance with the Debtor's prepetition policies and programs, prepetition amounts outstanding on account of or relating to the following Employee Obligations or Employee Benefits: (a) Wage Obligations; (b) Reimbursable Expenses; (c) Payroll Taxes; (d) Deductions; (e) Health Benefits; (f) FSA Accounts; (g) PTO; and (h) 401(k) Plan obligations, including with respect to insiders, provided, however, that payments of prepetition obligations to insiders made pursuant to this Order shall be subject to review and challenge by the U.S. Trustee or any official committee appointed in this case during the thirty (30) day period following the entry of this Order.
3. The Debtor is authorized to continue programs related to and remit the following Employee Obligations in the ordinary course of business on a post-petition basis, in accordance with the Debtor's prepetition policies and practices and in the Debtor's discretion, and to pay and honor claims related thereto: (a) Wage Obligations; (b) Reimbursable Expenses; (c) Payroll

Taxes; (d) Deductions; (e) Health Benefits; (f) FSA Accounts; (g) PTO; and (h) 401(k) Plan obligations.

4. The Debtor is authorized, but not directed, to pay all post-petition costs and expenses incidental to payment of the Employee Obligations described in paragraphs 2 and 3 herein, including all administrative and processing costs.

5. Each of the authorizations contained in paragraphs 2 - 4 hereof are subject to the budget approved by Monroe Capital Management Advisors LLC, as administrative agent for the DIP Lenders in connection with the Debtor's request for authority to enter into a debtor-in-possession financing agreement and the terms and conditions thereof and any interim and/or final order(s) approving same and/or any budget (as may be subsequently amended, the "Budget").

6. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in this Order or any payment made pursuant to this Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim against the Debtor, a waiver of the Debtor's rights to subsequently dispute such claim or the assumption or adoption of any agreement, contract or lease under Bankruptcy Code § 365.

7. The banks and financial institutions on which checks were drawn (or were to be drawn) or electronic payment requests were made (or were to be made) in payment of the pre-petition obligations approved herein are authorized and directed to receive, process, honor and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtor's designation of any particular check or electronic payment request as being approved by this Order.

8. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

9. The Debtor is authorized to take all actions necessary to effect the relief granted pursuant to this Order in accordance with the Motion.

10. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Order shall be effective and enforceable immediately upon entry hereof.

11. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

### END OF ORDER ###

**Submitted by:**

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**PROPOSED ATTORNEYS FOR DEBTOR**