



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 THE DEBTOR TO HONOR CERTAIN PREPETITION  
OBLIGATIONS TO CUSTOMERS AND TO OTHERWISE CONTINUE CUSTOMER  
PROGRAMS IN THE ORDINARY COURSE OF BUSINESS**

On September 7, 2016, the Court conducted a hearing to consider the *Debtor's* *Emergency Motion for an Order Authorizing the Debtor to Honor Certain Prepetition Obligations to Customers and to Otherwise Continue Customer Programs in the Ordinary Course of Business* (the "Motion"), filed by the above-captioned debtor (the "Debtor"). The Court finds that: (i) it has jurisdiction over the matters raised in the 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. The Debtor, in its business judgment, is authorized (but not directed) to perform and fully honor its prepetition obligations under and related to the Customer Programs, and any related programs, as it deems appropriate, in the ordinary course of business, without further application to or order of the Court. For the avoidance of doubt, the Customer Programs include, without limitation, the following: (i) the Gift Card Program; (ii) the Groupon Program and other similar coupon programs as described in the Motion; and (iii) the Portrait Rewards Program.<sup>1</sup>
3. The Debtor, in its business judgment, is authorized (but not directed) to continue, renew, replace, implement a new, and/or terminate the Customer Programs, and any related programs, as it deems appropriate, in the ordinary course of business, without further application to the Court.
4. The Debtor is authorized (but not directed), in its discretion, to pay, honor or otherwise satisfy all prepetition Customer Obligations, in the ordinary course of business, in the same manner and on the same basis as it honored such obligations prior to the commencement of this chapter 11 case, including, but not limited to, any prepetition processing costs and fees associated with the Customer Programs.

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

5. Notwithstanding anything to the contrary herein, all authorization for payment provided herein is subject to the terms and conditions of any order entered in this Chapter 11 Case approving debtor-in-possession financing or use of cash collateral and to the Budget (as defined and provided in any such order approving debtor-in-possession financing or use of cash collateral).

6. The Debtor's banks shall be, and hereby are, authorized, when requested by the Debtor in its discretion, to receive, process, honor and pay any and all checks or electronic fund transfers drawn on the Debtor's bank accounts on account of the Customer Programs, whether those checks were presented prior to or after the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments.

7. The Debtor's banks may rely on the representations of the Debtor with respect to whether any check or other transfer drawn or issued by the Debtor prior to the Petition Date should be honored pursuant to this Order, and any such bank shall not have any liability to any party for relying on such representation by the Debtor as provided for in this Order.

8. Nothing herein shall be construed to limit, or in any way affect, the Debtor's ability to dispute any claim with respect to the Customer Programs or any related programs.

9. Nothing contained in this Order shall be deemed to constitute an assumption of any executory contract pursuant to Bankruptcy Code § 365.

10. The requirements of Bankruptcy Rule 6003 are satisfied and the relief requested is necessary to avoid immediate and irreparable harm.

11. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

12. 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**

United States Bankruptcy Court  
Northern District of TexasIn re:  
TPP Acquisition, Inc.  
DebtorCase No. 16-33437-hdh  
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0539-3

User: dbrown  
Form ID: pdf025Page 1 of 2  
Total Noticed: 15

Date Rcvd: Sep 09, 2016

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 11, 2016.

db +TPP Acquisition, Inc., 1155 Kas Drive, Suite 180, Richardson, TX 75081-1970  
 aty +D. Wade Emmert, Emmert & Parvin, LLP, 1701 N. Market Street, Ste. 404,  
 Dallas, TX 75202-2004  
 aty +Donald E. Rothman, Reimer and Braunstein, LLP, Three Center Plaza, Boston, MA 02108-2090  
 aty +Michael S. Neumeister, Gibson, Dunn & Crutcher, LLP, 2100 McKinney Ave., Ste. 1100,  
 Dallas, TX 75201-6912  
 aty +Ronald E. Gold, Frost Brown Todd LLC, 3300 Great American Tower, 301 E. Fourth Street,  
 Cincinnati, OH 45202-4257  
 aty +Samuel Newman, Gibson, Dunn & Crutcher LLP, 333 S. Grand Ave., Los Angeles, CA 90071-1512  
 cr +City of Frisco, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,  
 2777 N Stenmons Frwy, Suite 1000, Dallas, TX 75207-2328  
 cr +Crossgates Mall General Company NewCo, LLC, c/o Menter, Rudin & Trivelpiece, P.C.,  
 Attn: Kevin M. Newman, Esq., 308 Maltbie Street, Suite 200, Syracuse, NY 13204-1439,  
 U.S.A. 13204-1439  
 cr +Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,  
 2777 N Stenmons Frwy Ste 1000, Dallas, TX 75207-2328  
 cr +JPMG Manassas Mall Owner LLC, c/o Menter, Rudin & Trivelpiece, P.C.,  
 Attn: Kevin M. Newman, Esq., 308 Maltbie Street, Suite 200, Syracuse, NY 13204-1439,  
 U.S.A. 13204-1439  
 cr +MFA Contemporary Atelier, Inc. d/b/a Gemline Frame, 201 W. Howard Lane,  
 Austin, TX 78753-9701  
 cr +Simon Property Group, Attn: Ronald M. Tucker, Esq., 225 W Washington Street,  
 Indianapolis, IN 46204-3438  
 cr +Tarrant County, Linebarger Goggan Blair & Sampson, LLP, c/o Laurie Spindler Huffman,  
 2777 N Stenmons Frwy Ste 1000, Dallas, TX 75207-2328  
 cr +Taubman Landlords, c/o The Taubman Company, Attn. Andrew S. Conway, 200 E. Long Lake Road,  
 Suite 300, Bloomfield Hills, MI 48304-2324  
 cr +The Marion Plaza, Inc. dba Eastwood Mall; Governor, Cafaro Management Company,  
 5577 Youngstown Warren Rd., Niles, OH 44446-4803

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.  
NONE. TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.****Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Sep 11, 2016

Signature: /s/Joseph Speetjens**CM/ECF NOTICE OF ELECTRONIC FILING**

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 9, 2016 at the address(es) listed below:

Andrew S. Conway on behalf of Creditor Taubman Landlords aconway@taubman.com  
 Elizabeth Weller on behalf of Creditor Tarrant County dallas.bankruptcy@publicans.com,  
 evelyn.palmer@lgbs.com/dora.casiano-perez@lgbs.com  
 Elizabeth Weller on behalf of Creditor Dallas County dallas.bankruptcy@publicans.com,  
 evelyn.palmer@lgbs.com/dora.casiano-perez@lgbs.com  
 Elizabeth Weller on behalf of Creditor City of Frisco dallas.bankruptcy@publicans.com,  
 evelyn.palmer@lgbs.com/dora.casiano-perez@lgbs.com  
 Ivan M. Gold on behalf of Creditor General Growth Properties, Inc. igold@allenmatkins.com  
 Josiah M. Daniel, III on behalf of Creditor Monroe Capital Corporation jdaniel@velaw.com  
 Josiah M. Daniel, III on behalf of Creditor Monroe Capital Partners Fund LP jdaniel@velaw.com  
 Josiah M. Daniel, III on behalf of Creditor Monroe Capital Management Advisors LLC  
 jdaniel@velaw.com  
 Kevin M. Newman on behalf of Creditor JPMG Manassas Mall Owner LLC kneuman@menterlaw.com,  
 kmnbk@menterlaw.com

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Kevin M. Newman on behalf of Creditor Crossgates Mall General Company NewCo, LLC  
knewman@menterlaw.com, kmnbk@menterlaw.com  
Kurtzman Carson Consultants LLC ecfpleadings@kccllc.com  
Michael P. Cooley on behalf of Creditor General Growth Properties, Inc.  
michael.cooley@bryancave.com  
Michael P. Cooley on behalf of Creditor GEM Realty Capital, Inc. michael.cooley@bryancave.com  
Michael P. Cooley on behalf of Creditor YTC Mall Owner LLC michael.cooley@bryancave.com  
Michael P. Cooley on behalf of Creditor Centennial Real Estate Company, LLC  
michael.cooley@bryancave.com  
Michael P. Cooley on behalf of Creditor Westfield LLC michael.cooley@bryancave.com  
Michael P. Cooley on behalf of Creditor The Macerich Company michael.cooley@bryancave.com  
Michael P. Cooley on behalf of Creditor Starwood Retail Partners LLC  
michael.cooley@bryancave.com  
Olivia Arden Adendorff on behalf of Creditor MFA Contemporary Atelier, Inc. d/b/a Gemline  
Frame, Inc. oadendorff@gibsondunn.com, tflowers@gibsondunn.com  
Richard T. Davis on behalf of Creditor The Marion Plaza, Inc. dba Eastwood Mall; Governor's  
Square Company dba Governor's Square; Huntington Mall Company dba Huntington Mall; Kentucky Oaks  
Mall Company dba Kentucky Oaks Mall; Ohi rdavis@cafarocompany.com  
Robert Dew Albergotti on behalf of Debtor TPP Acquisition, Inc.  
robert.albergotti@haynesboone.com, kim.morzak@haynesboone.com  
Ronald Eric Gold on behalf of Creditor Washington Prime Group Inc. rgold@fbtlaw.com,  
kgrubbs@fbtlaw.com  
Ronald M. Tucker on behalf of Creditor Simon Property Group rtucker@simon.com,  
cmartin@simon.com, bankruptcy@simon.com, antimm@simon.com  
Steven E. Fox on behalf of Creditor Monroe Capital Corporation sfox@riemerlaw.com,  
dromanik@riemerlaw.com  
Steven E. Fox on behalf of Creditor Monroe Capital Management Advisors LLC sfox@riemerlaw.com,  
dromanik@riemerlaw.com  
Steven E. Fox on behalf of Creditor Monroe Capital Partners Fund LP sfox@riemerlaw.com,  
dromanik@riemerlaw.com  
United States Trustee ustpreion06.da.ecf@usdoj.gov

TOTAL: 27