



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 October 3, 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 EMPLOYMENT AND RETENTION OF HAYNES
AND BOONE, LLP AS ATTORNEYS FOR THE DEBTOR IN POSSESSION
NUNC PRO TUNC TO THE PETITION DATE
[Docket No. 35]**

This Court has considered the *Debtor's Application for Entry of an Order Pursuant to 11 U.S.C. §§ 327(a), 330, and 1107(b) Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtor in Possession Nunc Pro Tunc to the Petition Date* (the "Application") filed by the above-captioned debtor (the "Debtor"). The Court finds that (i) it has jurisdiction over the matters raised in the Application 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 Application is in the best interests of the Debtor, its estate and creditors; (iv) proper and adequate notice of the Application and the hearing thereon has been given and that no other or further notice is necessary; (v) Haynes and Boone, LLP (“Haynes and Boone”) (a) holds no interest adverse to the Debtor or its estate in the matters upon which it has sought to be engaged; (b) is a disinterested person as that term is defined pursuant to 11 U.S.C § 101(14) and as required by 11 U.S.C. § 327; and (c) has disclosed any connections with parties and the source of the Retainer paid to Haynes and Boone as required by Bankruptcy Rule 2014; (vi) none of the representations or engagements set out in the *Declaration of Robert D. Albergotti in Support of the Debtor’s Application for Entry of an Order Pursuant to 11 U.S.C. §§ 327(a), 330, and 1107(b) Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtor in Possession Nunc Pro Tunc to the Petition Date* constitute a conflict-of-interest or impair the disinterestedness of Haynes and Boone or otherwise preclude the Debtor’s retention of Haynes and Boone in this case; and (vii) 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 Application is GRANTED.
2. Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.
3. Pursuant to Bankruptcy Code §§ 327 and 1107(b), the Debtor is hereby authorized to retain Haynes and Boone as its counsel in this Chapter 11 Case *nunc pro tunc* to the Petition Date, in accordance with (and on the terms described in) the Application, the

Engagement Letter, and this Order, and Haynes and Boone is authorized to perform the services described therein.

4. The requirements of Bankruptcy Code § 329 have been satisfied.

5. Haynes and Boone shall apply any retainer remaining at the time of its final fee application in satisfaction of compensation and reimbursement awarded with respect to such application, and promptly pay to the Debtor's estate any retainer remaining after such application.

6. Compensation will be awarded upon application and a hearing consistent with the requirements of Bankruptcy Code §§ 330 and 331 and any further orders entered by this Court.

7. Haynes and Boone shall be compensated upon appropriate application in accordance with Bankruptcy Code §§ 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules, and any applicable procedures and orders of this Court.

8. If any supplemental declarations or affidavits are filed and served after the entry of this Order, absent any objections filed within twenty (20) days after the filing and service of such supplemental declarations or affidavits, Haynes and Boone's employment shall continue as authorized pursuant to this Order.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

END OF ORDER

Submitted by:

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PROPOSED ATTORNEYS FOR DEBTOR