

Fill in this information to identify the case:

Debtor 1 TPP ACQUISITION, INC. d/b/a THE PICTURE PEOPLE

Debtor 2 _____
(Spouse, if filing)

United States Bankruptcy Court for the: Northern District Texas

Case number 16-33437

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NOV 08 2016

KURTZMAN CARSON CONSULTANTS

Official Form 410

- Date Stamped Copy Returned
- No self addressed stamped envelope
- No copy to return

4/16

Proof of Claim

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor? **ABILENE MALL LLC**
 Name of the current creditor (the person or entity to be paid for this claim) _____
 Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else? No Yes From whom? _____

3. Where should notices and payments to the creditor be sent? **Where should notices to the creditor be sent?**
Abilene Mall LLC
c/o Gregory Greenfield & Associates, Ltd.
124 Johnson Ferry Road NE
Atlanta, Georgia 30328
Attn: Melissa DeQuesada
Email: mdequesada@greggreenfield.com

Where should payments to the creditors be sent? (if different)

-and-

Kelley Drye & Warren LLP
101 Park Avenue
New York, NY 10178
Attn: Robert L. LeHane, Esq.
Tel: 212-808-7800
Email: rlehane@kelledrye.com

4. Does this claim amend one already filed? No Yes Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim? No Yes Who made the earlier filing? _____



6. Do you have any number you use to identify the debtor? No Yes Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$71,892.19 Does this amount include interest or other charges? No Yes Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A)

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.

UNPAID RENT AND RELATED CHARGES AND REJECTION DAMAGES DUE UNDER LEASE FOR PREMISES LOCATED AT ABILENE MALL, ABILENE, TX. Backup will be provided upon request.

9. Is all or part of the claim secured? No Yes The claim is secured by a lien on property

Nature of property:

Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*

Motor vehicle

Other. Describe _____

Basis for perfection:

Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$ _____

Amount of the claim that is secured: \$ _____

Amount of the claim that is unsecured: \$ _____

(The sum of the secured and unsecured amounts should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: \$ _____

Annual Interest Rate (when case was filed) _____ %

Fixed

Variable

10. Is this claim based on a lease? No Yes Amount necessary to cure any default as of the date of the petition. \$71,892.19

11. Is this claim subject to a right or setoff? No Yes Identify the property: _____

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12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No
 Yes *Check all that apply:*

Amount entitled to priority

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ _____
- Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ _____
- Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ _____
- Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ _____
- Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ _____
- Other. Specify subsection of 11 U.S.C. § 507(a) _____

* Amounts are subject to adjustment on 4/01/16 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3:

Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

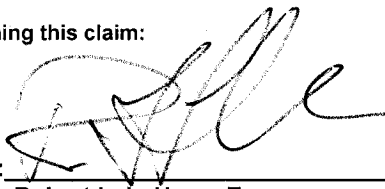
I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date November 7, 2016

Print the name of the person who is completing and signing this claim:

Kelley Drye & Warren LLP
 101 Park Avenue
 New York, NY 10178
 Attn: Robert L. LeHane, Esq.
 Tel: 212-808-7800
 Email: rlhane@kelledrye.com

By: 
 Robert L. LeHane, Esq.
 Counsel for Abilene Mall LLC

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KURTZMAN CARSON CONSULTANTS

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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DIRECT LINE: (212) 808-7925

EMAIL: mvicinanza@kelleydrye.com

November 7, 2016

VIA OVERNIGHT MAIL

TPP Acquisition, Inc. Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

Re: TPP ACQUISITION, INC. d/b/a The Picture People

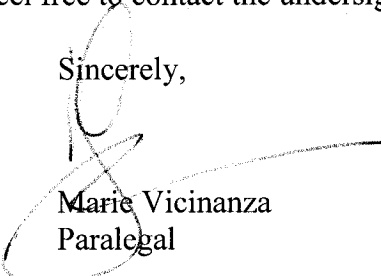
Dear Sir/Madam:

With regard to the above captioned bankruptcy case, enclosed is an original and copy of the following proof of claim which are being submitted for filing:

Abilene Mall LLC	Rejection	\$71,892.19
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Kindly file the original proof of claim and *return the copy stamped "filed"* in the self-addressed stamped overnight envelope provided for convenience. Thank you for your assistance, and should you have any questions, please feel free to contact the undersigned.

Sincerely,


Marie Vicinanza
Paralegal

TPP ACQUISITION, INC. d/b/a THE PICTURE PEOPLE

Abilene Mall, LLC

Abilene Mall, Abilene, TX

Petition Date: September 2, 2016

Lease Rejection: September 30, 2016

Vacate Date: April 15, 2016

Lease Term: January 31, 2021

Prepetition Claim:	14,996.28	See Attached
Rejection Claim:	52,395.91	
Attorneys' Fees:	4,500.00	
TOTAL CLAIM	71,892.19	

Monthly Charges	
Rent	3,333.33
Electric	861.43
Trash	60.86
Water/Sewer	70.23
	4,325.85

Rejection Calculation Date	Rent	Electric	Trash	Water/Sewer	Total
4/15/2016-4/30/2016 (16 days)	1,777.78	459.43	32.46	37.46	2,307.12
5/1/2016-12/31/2016 (8 months)	26,666.64	6,891.44	486.88	561.84	34,606.80
1/1/2017-1/31/2021 (49 months)	163,333.17	42,210.07	2,982.14	3,441.27	211,966.65
					248,880.57

Rejection Damages	
248,880.57 x 15%	37,332.09
248,880.57 + 57 months x 12 months	52,395.91

AR Aging Detail

DB Capital, LLC ***LIVE*** Property: 0818300 Age as of 9/30/2016 Post To 9/2016

* Base Currency: USD

Property	Charge To	Lease Status	Transit#	Charge Code	Notes	Invoice Date	Post Month	Current Owed	0 - 30 Days Owed	31 - 60 Days Owed	61 - 90 Days Owed	91 - 120 Days Owed	Over 120 Days Owed	Pre-payments	Total Owed
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-102993	BRRTL	Base/Minimum Rent	11/2016	07/2016	3,333.33	0.00	0.00	0.00	0.00	3,333.33	0.00	3,333.33
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-102994	ELECT	Electric Charge	11/2016	07/2016	861.43	0.00	0.00	0.00	0.00	861.43	0.00	861.43
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-102995	TRASH	Trash Removal	11/2016	07/2016	60.86	0.00	0.00	0.00	0.00	60.86	0.00	60.86
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-102996	WATER	Water & Sewer	11/2016	07/2016	70.23	0.00	0.00	0.00	0.00	70.23	0.00	70.23
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-102997	BRRTL	Base/Minimum Rent	21/2016	07/2016	3,333.33	0.00	0.00	0.00	0.00	3,333.33	0.00	3,333.33
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-102998	ELECT	Electric Charge	21/2016	07/2016	861.43	0.00	0.00	0.00	0.00	861.43	0.00	861.43
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-102999	TRASH	Trash Removal	21/2016	07/2016	60.86	0.00	0.00	0.00	0.00	60.86	0.00	60.86
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-103000	WATER	Water & Sewer	21/2016	07/2016	70.23	0.00	0.00	0.00	0.00	70.23	0.00	70.23
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-103052	BRRTL	Base/Minimum Rent	31/2016	07/2016	3,333.33	0.00	0.00	0.00	0.00	3,333.33	0.00	3,333.33
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-103053	ELECT	Electric Charge	31/2016	07/2016	861.43	0.00	0.00	0.00	0.00	861.43	0.00	861.43
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-103054	TRASH	Trash Removal	31/2016	07/2016	60.86	0.00	0.00	0.00	0.00	60.86	0.00	60.86
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-103055	WATER	Water & Sewer	31/2016	07/2016	70.23	0.00	0.00	0.00	0.00	70.23	0.00	70.23
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-102979	BRRTL	Base/Minimum Rent	41/2016	07/2016	1,555.55	0.00	0.00	0.00	0.00	1,555.55	0.00	1,555.55
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-102980	ELECT	Electric Charge	41/2016	07/2016	402.00	0.00	0.00	0.00	0.00	402.00	0.00	402.00
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-102981	TRASH	Trash Removal	41/2016	07/2016	28.40	0.00	0.00	0.00	0.00	28.40	0.00	28.40
Mail of Abilene (0818300)	PICTURE PEOPLE (0007199)	Past	C-102982	WATER	Water & Sewer	41/2016	07/2016	32.78	0.00	0.00	0.00	0.00	32.78	0.00	32.78
Total For PICTURE PEOPLE (0007199)								14,996.28	0.00	0.00	0.00	0.00	14,996.28	0.00	14,996.28
Total For Mail of Abilene (0818300)								14,996.28	0.00	0.00	0.00	0.00	14,996.28	0.00	14,996.28
Grand Total								14,996.28	0.00	0.00	0.00	0.00	14,996.28	0.00	14,996.28