

Fill in this information to identify the case:

Debtor TPP ACQUISITION, INC.

United States Bankruptcy Court for the: Northern District of Texas

Case number 16-33437

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Official Form 410
Proof of Claim

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04/16

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

ORIGINAL

1. Who is the current creditor?
Arden Fair Associates, L.P.
 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?
 Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
<u>Dustin P. Branch, Esq./Ballard Spahr LLP</u> Name	_____ Name
<u>2029 Century Park East, Suite 800</u> Number Street	_____ Number Street
<u>Los Angeles CA 90067</u> City State ZIP Code	_____ City State ZIP Code
Contact phone <u>424.204.4400</u>	Contact phone _____
Contact email <u>branchd@ballardspahr.com</u>	Contact email _____

Uniform claim identifier for electronic payments in chapter 13 (if you use one):

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? _____

- Date Stamped Copy Returned
 - No self addressed stamped envelope
 - No copy to return
- Official Form 410 Proof of Claim



883343716111500000000013

Part 2: Give Information About the Claim as of the Date the Case Was Filed

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? \$ 399,905.63. 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.
Real Property Lease

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.)

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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. \$ 172,564.02

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

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

No

Yes. Check one:

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).

Amount entitled to priority

\$ _____

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)(2) that applies. **

\$ 16,815.55

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

**This amount is entitled to administrative priority pursuant to 11 U.S.C. Sections 503(b) and 365(d)(3).

Part 3: Sign Below

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

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.

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

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.

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.

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

11/12/2016
MM / DD / YYYY

Dustin P. Branch
Signature

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

Name Dustin P. Branch
First name Middle name Last name

Title Attorney

Company Ballard Spahr LLP
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 2029 Century Park East, Suite 800
Number Street

Los Angeles CA 90067
City State ZIP Code

Contact phone 424.204.4400 Email branchd@ballardspahr.com

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November 14, 2016

VIA FEDEX

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

Re: **TPP Acquisition, Inc. dba The Picture People**
U.S.B.C., N.D. Texas Case No. 16-33437

Dear Claims Agent:

Enclosed are twenty (20) original Proofs of Claim being submitted to you for filing in the above-entitled case. Also enclosed are twenty (20) extra copies of the Claims which need to be conformed and returned to us in the enclosed self-addressed, postage-prepaid envelope.

If you have any questions, please do not hesitate to call.

Thank you for your assistance in this regard.

Yours very truly,



Donna M. Carolo
Paralegal

DMC
Enclosures

cc: Dustin P. Branch, Esq.

DMWEST #15167648 v1

PROOF OF CLAIM ATTACHMENT

CASE NAME: TPP ACQUISITION, INC.
CASE NUMBER: 16-33437

LOCATION: Arden Fair Mall

A. General Information:

1. Landlord Name: Arden Fair Associates, L.P.
2. Property Location: Sacramento, CA
3. Tenant Name: TPP Acquisition, Inc.
4. Debtor's Store No: 1188
5. Petition Date: 9/2/2016
6. Lease Exp. Date: 12/31/2019
7. Vacate Date: 9/23/2016

Remaining term: 39.3 months

B. Claim Information:

	<u>Rent & Charges</u>	<u>Interest</u>	<u>Totals</u>
Unsecured Non-Priority Rejection Claim Amount: (Section 502(b)(6)(A))	\$210,526.08	n/a	\$210,526.08
2. Unsecured Non-Priority Pre-Petition Claim Amount: (Section 502(b)(6)(B))	\$165,881.91	\$6,682.11	\$172,564.02
Subtotal Unsecured Claims	\$376,407.99	\$6,682.11 ¹	\$383,090.10
3. Administrative Post-Petition Priority Claim Amount: (Section 503(b)(1)(A), 365(d)(3))	\$16,781.07	\$34.48	\$16,815.55
Subtotal Administrative Claims	\$16,781.07	\$34.48 ²	\$16,815.55

TOTAL CLAIM AMOUNT ³
\$399,905.65

¹ Interest calculated at 10.% through 09/01/16, based on a 365 day year.

² Interest calculated at 10.% through 11/15/16, (the Claims Bar Date) based on a 365 day year.

³ Claimant reserves the right to supplement or amend this claim from time to time and at any time hereafter.

PRE-PETITION CHARGES

CASE NAME: TPP ACQUISITION, INC.
CASE NUMBER: 16-33437

LOCATION: Arden Fair Mall

DATE OF CHARGE	DESCRIPTION OF CHARGE	AMOUNT DUE	INTEREST ¹	TOTAL
12/1/2015	Property Taxes	\$981.00	\$74.45	\$1,055.45
12/1/2015	Promotional Fund Dues	\$247.81	\$18.81	\$266.62
12/1/2015	HVAC	\$308.00	\$23.37	\$331.37
12/1/2015	Base Rent	\$11,521.37	\$874.36	\$12,395.73
12/1/2015	CAM	\$4,128.00	\$313.28	\$4,441.28
12/1/2015	Water and Sewer	\$49.00	\$3.72	\$52.72
1/1/2016	January 2016 Rent & Charges	\$17,543.84	\$1,182.41	\$18,726.25
2/1/2016	February 2016 Rent & Charges	\$17,543.84	\$1,033.40	\$18,577.24
3/1/2016	March 2016 Rent & Charges	\$17,543.84	\$894.01	\$18,437.85
4/1/2016	April 2016 Rent & Charges	\$17,543.84	\$745.01	\$18,288.85
5/1/2016	May 2016 Rent & Charges	\$17,543.84	\$600.82	\$18,144.66
6/1/2016	June 2016 Rent & Charges	\$17,543.84	\$451.81	\$17,995.65
7/1/2016	July 2016 Rent & Charges	\$17,543.84	\$307.62	\$17,851.46
7/6/2016	2015 Prior Year Water Adjustment	\$37.64	\$0.00	\$37.64
7/6/2016	2015 Prior Year CAM Adjustment	\$1,309.69	\$0.00	\$1,309.69
7/6/2016	2015 Prior Year HVAC Adjustment	\$1,008.61	\$0.00	\$1,008.61
7/6/2016	2015 Prior Year Tax Adjustment	\$177.27	\$0.00	\$177.27
8/1/2016	August 2016 Rent & Charges	\$17,543.84	\$158.62	\$17,702.46
9/1/2016	Pro-rated CAM (1 day)	\$179.48	\$0.10	\$179.58
9/1/2016	Pro-rated Rent (1 day)	\$508.88	\$0.28	\$509.16
9/1/2016	Pro-rated HVAC (1 day)	\$17.52	\$0.01	\$17.53
9/1/2016	Pro-rated Promo (1 day)	\$11.88	\$0.01	\$11.89
9/1/2016	Pro-rated Property Taxes (1 day)	\$42.65	\$0.02	\$42.67
9/1/2016	Pro-rated Water and Sewer (1 day)	\$2.39	\$0.00	\$2.39
	Attorney's Fees	\$5,000.00	\$0.00	\$5,000.00
		\$165,881.91	\$6,682.11	\$172,564.02

TOTAL PRE-PETITION CHARGES: \$172,564.02

¹ Interest calculated at 10.% through 09/01/16, the day before the petition date.

POST-PETITION CHARGES

CASE NAME: TPP ACQUISITION, INC.
CASE NUMBER: 16-33437

LOCATION: Arden Fair Mall

DATE OF CHARGE	DESCRIPTION OF CHARGE	AMOUNT DUE	INTEREST¹	AMOUNT DUE
9/2/2016	Pro-rated CAM (9/2/16 - 9/23/16)	\$3,948.52	\$8.11	\$3,956.63
9/2/2016	Pro-rated Rent (9/2/16 - 9/23/16)	\$11,195.37	\$23.00	\$11,218.37
9/2/2016	Pro-rated HVAC (9/2/16 - 9/23/16)	\$385.48	\$0.79	\$386.27
9/2/2016	Pro-rated Promotional Fund Dues (9/2/16 - 9/23/16)	\$260.74	\$0.54	\$261.28
9/2/2016	Pro-rated Property Taxes (9/2/16 - 9/23/16)	\$938.35	\$1.93	\$940.28
9/2/2016	Pro-rated Water and Sewer (9/2/16 - 9/23/16)	\$52.61	\$0.11	\$52.72

\$16,781.07

\$34.48

TOTAL POST-PETITION CHARGES: \$16,815.55

¹ Interest calculated at 10.% through 11/15/16, the Claims Bar Date.

REJECTION DAMAGES

CASE NAME: TPP ACQUISITION, INC.
CASE NUMBER: 16-33437

LOCATION: Arden Fair Mall

TOTAL RENT REMAINING FOR LEASE TERM

(BASIS: 365 DAYS PER YEAR)

TOTALS - ALL RENT STEPS

TOTAL RENT - ALL STEPS = \$710,673.95

TOTALS - RENT STEP 1 Daily rent: \$576.78

Start date: 09/23/16 Period rent: \$57,678.00

End date: 12/31/16 No. of days: 100

RENT CAPS (choose > one)

\$106,601.09

15% of remaining term:

\$210,526.08

TOTALS - RENT STEP 2 Daily rent: \$586.40

Start date: 01/01/17 Period rent: \$214,036.00

End date: 12/31/17 No. of days: 365

maintaining rent if term is less than one year:

\$0.00

1 yr rent & add'l rent:

\$710,673.95

TOTALS - RENT STEP 3 Daily rent: \$596.26

Start date: 01/01/18 Period rent: \$217,634.90

End date: 12/31/18 No. of days: 365

Total rent & add'l rent:

\$0.00

Total credits & payments:

\$710,673.95

TOTALS - RENT STEP 4 Daily rent: \$606.37

Start date: 01/01/19 Period rent: \$221,325.05

End date: 12/31/19 No. of days: 365

Rejection Claim Amount:

\$210,526.08

TOTALS - RENT STEP 5 Daily rent: \$191.99

Start date: 01/00/00 Period rent: \$0.00

End date: 01/00/00 No. of days: 0