

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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04/16

Official Form 410

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? Annapolis Mall Owner 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?
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

<p>Where should notices to the creditor be sent?</p> <p><u>Dustin P. Branch, Esq./Ballard Spahr LLP</u> <small>Name</small></p> <p><u>2029 Century Park East, Suite 800</u> <small>Number Street</small></p> <p><u>Los Angeles CA 90067</u> <small>City State ZIP Code</small></p> <p>Contact phone <u>424.204.4400</u></p> <p>Contact email <u>branchd@ballardspahr.com</u></p> <p>Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____</p>	<p>Where should payments to the creditor be sent? (if different)</p> <p>_____ <small>Name</small></p> <p>_____ <small>Number Street</small></p> <p>_____ <small>City State ZIP Code</small></p> <p>Contact phone _____</p> <p>Contact email _____</p>
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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? _____

ORIGINAL

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



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? \$ 120,304.89. 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. \$ 15,413.39

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)?

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

No

Yes. Check one:

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)(2) that applies. **

Amount entitled to priority

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

\$ 7,950.10

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

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

11/12/2016
MM / DD / YYYY


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

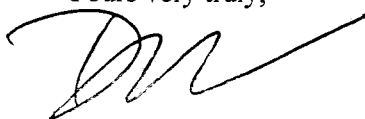
Dear Claims Agent:

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. **LOCATION:** Annapolis Mall
CASE NUMBER: 16-33437

A. General Information:

- | | | | |
|-----------------------|--------------------------|-----------------|------------|
| 1. Landlord Name: | Annapolis Mall Owner LLC | | |
| 2. Property Location: | Annapolis, MD | | |
| 3. Tenant Name: | TPP Acquisition, Inc. | | |
| 4. Debtor's Store No: | 1458 | Remaining term: | 4.1 months |
| 5. Petition Date: | 9/2/2016 | | |
| 6. Lease Exp. Date: | 1/31/2017 | | |
| 7. Lease Rej. Date: | 9/27/2016 | | |

B. Claim Information:

	<u>Rent & Charges</u>	<u>Interest</u>	<u>Totals</u>
Unsecured Non-Priority Rejection Claim Amount: (Section 502(b)(6)(A))	\$96,941.40	n/a	\$96,941.40
2. Unsecured Non-Priority Pre-Petition Claim Amount: (Section 502(b)(6)(B))	\$15,219.55	\$193.84	\$15,413.39
Subtotal Unsecured Claims	\$112,160.95	\$193.84 ¹	\$112,354.79
3. Administrative Post-Petition Priority Claim Amount: (Section 503(b)(1)(A), 365(d)(3))	\$7,790.03	\$160.07	\$7,950.10
Subtotal Administrative Claims	\$7,790.03	\$160.07 ²	\$7,950.10

TOTAL CLAIM AMOUNT **\$120,304.89** ³

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: Annapolis Mall

DATE OF CHARGE	DESCRIPTION OF CHARGE	AMOUNT DUE	INTEREST ¹	TOTAL AMOUNT DUE
5/5/2016	Legal Fees	\$1,852.68	\$0.00	\$1,852.68
8/1/2016	Real Estate Taxes	\$958.52	\$8.67	\$967.19
8/1/2016	Promotional Charge	\$382.50	\$3.46	\$385.96
8/1/2016	Fire Detection System	\$35.00	\$0.32	\$35.32
8/1/2016	Water	\$40.00	\$0.36	\$40.36
8/1/2016	CAM	\$3,062.29	\$27.69	\$3,089.98
8/1/2016	Small Shop - Abatement	\$688.36	\$6.22	\$694.58
8/1/2016	Small Shop Rent	\$2,911.78	\$146.79	\$3,058.57
9/1/2016	Pro-rated Real Estate Taxes (1 day)	\$35.50	\$0.02	\$35.52
9/1/2016	Pro-rated Promotional Charge (1 day)	\$14.17	\$0.01	\$14.18
9/1/2016	Pro-rated Fire Detection System (1 day)	\$1.30	\$0.00	\$1.30
9/1/2016	Pro-rated Water (1 day)	\$1.48	\$0.00	\$1.48
9/1/2016	Pro-rated CAM (1 day)	\$113.42	\$0.06	\$113.48
9/1/2016	Pro-rated Small Shop - Abatement (1 day)	\$25.49	\$0.19	\$25.68
9/1/2016	Pro-rated Small Shop - Rent (1 day)	\$97.06	\$0.05	\$97.11
	Attorney's Fees	\$5,000.00	\$0.00	\$5,000.00
		<u>\$15,219.55</u>	<u>\$193.84</u>	

TOTAL PRE-PETITION CHARGES: \$15,413.39

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

POST-PETITION CHARGES

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

LOCATION: Annapolis Mall

DATE OF CHARGE	DESCRIPTION OF CHARGE	AMOUNT DUE	INTEREST¹	AMOUNT DUE	TOTAL
9/2/2016	Pro-rated Real Estate Taxes (9/2/16 - 9/27/16)	\$923.02	\$18.97	\$941.99	\$941.99
9/2/2016	Pro-rated Promotional Charge (9/2/16 - 9/27/16)	\$368.33	\$7.57	\$375.90	\$375.90
9/2/2016	Pro-rated Fire Detection System (9/2/16 - 9/27/16)	\$33.70	\$0.69	\$34.39	\$34.39
9/2/2016	Pro-rated Water (9/2/16 - 9/27/16)	\$38.52	\$0.79	\$39.31	\$39.31
9/2/2016	Pro-rated CAM (9/2/16 - 9/27/16)	\$2,948.87	\$60.59	\$3,009.46	\$3,009.46
9/2/2016	Pro-rated Small Shop - Abatement (9/2/16 - 9/27/16)	\$662.87	\$13.62	\$676.49	\$676.49
9/2/2016	Pro-rated Small Shop - Rent (9/2/16 - 9/27/16)	\$2,814.72	\$57.84	\$2,872.56	\$2,872.56
		\$7,790.03	\$160.07		

TOTAL POST-PETITION CHARGES: \$7,950.10

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: Annapolis Mall

TOTAL RENT REMAINING FOR LEASE TERM
(BASIS: 365 DAYS PER YEAR)

TOTALS - ALL RENT STEPS **TOTAL RENT - ALL STEPS =** \$96,941.40

TOTALS - RENT STEP 1 Daily rent: \$265.59
Start date: 09/27/16 Period rent: \$96,941.40 **RENT CAPS (choose > one)**
End date: 01/31/17 No. of days: 127 15% of remaining term: \$14,541.21
1 yr rent & add'l rent: \$169,417.80
maintaining rent if term is less than one year: \$96,941.40

TOTALS - RENT STEP 2 Daily rent:
Start date: 01/00/00 Period rent: \$0.00
End date: 01/00/00 No. of days: 0 **ACTUAL RESERVED RENT**

TOTALS - RENT STEP 3 Daily rent: Total rent & add'l rent: \$96,941.40
Start date: 01/00/00 Period rent: \$169.86 Total credits & payments: \$0.00
End date: 01/00/00 No. of days: 0 Actual reserved rent: \$96,941.40

TOTALS - RENT STEP 4 Daily rent: **Rejection Claim Amount:** \$96,941.40
Start date: 01/00/00 Period rent: \$169.86
End date: 01/00/00 No. of days: 0

TOTALS - RENT STEP 5 Daily rent:
Start date: 01/00/00 Period rent: \$169.86
End date: 01/00/00 No. of days: 0