

Fill in this information to identify the case:

Debtor 1 TPP Acquisition, d/b/a The Picture People  
 Debtor 2 \_\_\_\_\_  
 (Spouse, if filing)  
 United States Bankruptcy Court for the: Northern District of Texas  
 Case number 16-33437-hdh11

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 JAN 23 2017

Official Form 410  
**Proof of Claim**

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

KURTZMAN CARSON CONSULTANTS

12/15

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?  
ALDERWOOD MALL L.L.C.,  
 Name of the current creditor (the person or entity to be paid for this claim)  
 Other names the creditor used with the debtor Alderwood Mall

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? <u>c/o GGP Limited Partnership</u>	Where should payments to the creditors be sent? (if different)
	Name <u>110 North Wacker Drive</u>	Name
	Number Street <u>Chicago, IL 60606</u>	Number Street
	City State ZIP code	City State ZIP code
	Contact phone <u>(312) 960-2707</u>	Contact phone
	Contact email <u>ggpbk@ggp.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? \_\_\_\_\_



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: L#355975

7. How much is the claim? \$ 163,244.47 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. Non-Residential Real Estate Obligation

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 \_\_\_\_\_

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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. \$ 45,238.51

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

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

X 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 \$2,775\* 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 \$12,475\*) 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)(\_) that applies. \$ \_\_\_\_\_

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KURTZMAN & ASSOCIATES

\* 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 01/19/2017

Julie Minnick Bowden MM/DD/YYYY  
 /s/ Julie Minnick Bowden  
 Signature

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

Name Julie Minnick Bowden  
 First name Middle name Last name  
 Title National Bankruptcy Manager  
 Company General Growth Properties, Inc.  
 Identify the corporate servicer as the company if the authorized agent is the servicer.  
 Address 110 North Wacker Drive  
 Number Street  
Chicago, IL 60606  
 City State ZIP Code  
 Contact phone (312) 960 - 2707 Email Julie.minnick@ggp.com

# GGP

Date: January 19, 2017

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

RE: Debtor: TPP ACQUISITION, INC. d/b/a The Picture People  
Cause No: 16-33437-hdh-11

Dear Clerk:

Enclosed you will find an original and one (1) copies of the following document(s) for filing in the above referenced case:

X Proof of Claims (Pre-Petition, Administrative, Rejection Damage)

Other \_\_\_\_\_

PLEASE KINDLY RETURN A FILE-STAMPED COPY OF EACH OF THE ENCLOSED DOCUMENTS IN THE ENCLOSED SELF-ADDRESSED STAMPED ENVELOPE.

THANK YOU FOR YOUR PROFESSIONAL ASSISTANCE.

IF YOU HAVE ANY QUESTIONS PLEASE CONTACT THE UNDERSIGNED AT:

Sincerely,

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Julie Minnick Bowden

Direct Dial: (312) 960 - 2707

General Growth Properties, Inc. 110 North Wacker Drive Chicago, IL 60606

**TPP Acquisition Inc.  
dba The Picture People  
Alderwood Mall  
Chapter 11**

**LEASE EXPIRATION:**

9/2/2016  
12/30/2020

**REJECTION DATE:**

12/31/2016

**# of MONTHS REMAINING ON LEASE:**

48

**PREPARED:**

1/18/2017

Pre Petition Claim

\$45,238.51

Rejection Damage Claim:

\$118,005.96

Total Unsecured Claim:

**\$163,244.47**

Parent: 2577357 TPP ACQUISITION INC.  
 Tenant: 2481616 TPP ACQUISITION INC.  
 DBA: 2457349 THE PICTURE PEOPLE  
 Company 3795 Alderwood Mail  
 Business Unit 3795 Alderwood Mail  
 Lease: 355975 Unit No: 664 Type: RT - Retail Status: C - Closed BKT Bankruptcy

P	C	Ty	Number	Document Company	G/L Offset	Invoice Date	Due Date/Check Date	Original Amount	Open Amount	Pre Petition	Post Petition	Remark
D		RD	11332660	3795	BMRP	6/1/2016	6/1/2016	\$9,406.20	\$9,406.20	\$9,406.20		BASE MINIMUM RENT-PERMANENT
D		RD	11332660	3795	REPP	6/1/2016	6/1/2016	\$427.63	\$427.63	\$427.63		RET-PRO-RATA-PERM
D		RD	11398135	3795	BMRP	7/1/2016	7/1/2016	\$9,406.20	\$9,406.20	\$9,406.20		BASE MINIMUM RENT-PERMANENT
D		RD	11398135	3795	REPP	7/1/2016	7/1/2016	\$427.63	\$427.63	\$427.63		RET-PRO-RATA-PERM
D		RD	11416006	3795	NRCT	6/22/2016	6/22/2016	\$2,568.21	\$0.01	\$0.01		NOTES RECEIVABLE-TENANT
D		RD	11416007	3795	NRCT	7/1/2016	7/1/2016	\$2,568.21	\$2,568.21	\$2,568.21		NOTES RECEIVABLE-TENANT
D		RD	11445323	3795	BMRP	8/1/2016	8/1/2016	\$9,406.20	\$9,406.20	\$9,406.20		BASE MINIMUM RENT-PERMANENT
D		RD	11445323	3795	REPP	8/1/2016	8/1/2016	\$427.63	\$427.63	\$427.63		RET-PRO-RATA-PERM
D		RD	11445323	3795	NRCT	8/1/2016	8/1/2016	\$2,568.21	\$2,568.21	\$2,568.21		NOTES RECEIVABLE-TENANT
D		RD	11490244	3795	NRCT	8/8/2016	8/8/2016	\$2,568.17	\$2,568.17	\$2,568.17		DEC 2016 NOTE RECEIVABLE
D		RD	11490244	3795	NRCT	8/8/2016	8/8/2016	\$2,568.21	\$2,568.21	\$2,568.21		SEPT 2016 NOTE RECEIVABLE
D		RD	11490244	3795	NRCT	8/8/2016	8/8/2016	\$2,568.21	\$2,568.21	\$2,568.21		OCT 2016 NOTE RECEIVABLE
D		RD	11490244	3795	NRCT	8/8/2016	8/8/2016	\$2,568.21	\$2,568.21	\$2,568.21		NOV 2016 NOTE RECEIVABLE
D		RD	11502476	3795	BMRP	9/1/2016	9/1/2016	\$9,406.20	\$313.54	\$313.54		BASE MINIMUM RENT-PERMANENT
D		RD	11502476	3795	REPP	9/1/2016	9/1/2016	\$427.63	\$14.25	\$14.25		RET-PRO-RATA-PERM
									\$57,312.75	\$45,238.51		

Total TPP ACQUISITION INC.  
 Business Unit: 3795 Alderwood Mail  
 Company: 3795 Alderwood Mail

**TPP Acquisition Inc.**  
**dba The Picture People**  
**Alderwood Mall**  
**Chapter 11**

9/2/2016  
 12/30/2020  
 12/31/2016  
 48  
 1/18/2017

**LEASE EXPIRATION:**  
**REJECTION DATE:**  
**# of MONTHS REMAINING ON LEASE:**  
**PREPARED:**

	<b>MONTHLY CHARGES</b>	<b>Rejection Damage Claim for One Year Pursuant to § 502(b)(6)</b>	<b>Rejection Damage Claim 15% of Remaining Term Not to Exceed 3 years rent</b>
<b>TOTAL</b>	<b>9,833.83</b>	<b>\$118,005.96</b>	<b>\$472,023.79</b>
<b>Times 15%</b>			<b>\$70,803.57</b>

**TPP ACQUISITION INC.**

**Alderwood**

Tenant ID: 2481616      Property: 3795      Alderwood      Suite ID: 0664      SF: 1,866  
Lease Number: 355975      Lease Origin: Retail      Lease Status: Open

**Billing Address:**  
TPP ACQUISITION INC.  
1155 KAS DRIVE, SUITE 180  
RICHARDSON TX 75081

**Legal Address:**  
TPP ACQUISITION INC.  
460 WEST 34TH STREET  
NEW YORK NY 10001

**LEASE DATES**

Approved: 11/6/15      Signed: 1/11/16      Rent Start: 1/1/16      Orgnl End Date: 12/31/20      Closed:  
Dropped:      Lease Beg.: 1/1/16      Open: 1/1/16      Lease Ending: 12/31/20

**RECURRING CHARGES**

Bill Code	Description	Amount	Monthly Amount Per Square Foot	Annual Amount Per Square Foot	Rentable Square Footage	Bill Frq	Beg.	Rtx
BMRP	BASE MINIMUM RENT-PERMANENT	9,406.20	5.04	60.49	1,866	M		
REPP	RET-PRO-RATA-PERM	427.63	.23	2.75	1,866	M		
		9,833.83	5.27	63.24				

**STEPS**

Effective	Category	New Amount
1/1/2016	BMRP	9,406.20
1/1/2017	BMRP	9,688.38
1/1/2018	BMRP	9,979.03
1/1/2019	BMRP	10,278.40
1/1/2020	BMRP	10,586.76
6/1/2016	NOTE	41,091.28-
6/1/2016	NRCT	20,545.64
6/1/2016	NRCT	2,568.21
6/1/2016	NRCT	2,568.21
8/1/2016	NRCT	2,568.17
8/1/2016	NRCT	2,568.21
8/1/2016	NRCT	2,568.21
8/1/2016	NRCT	2,568.21
1/1/2016	REPP	427.63

**BREAKPOINTS**

Begin Date	Breakpoint 1	%	Breakpoint 2	%	Breakpoint 3	%	Breakpoint 4	%
1/1/2016	129,321	10.00	786,706	10.00				
3/1/2016	790,355	10.00						
3/1/2017	813,039	10.00						
3/1/2018	836,404	10.00						
3/1/2019	860,526	10.00						
3/1/2020	738,718	10.00						

**RETAIL BILLING AND REPORTING INFORMATION**

Unit Type: INM      Inline

Parent: 2577357 TPP ACQUISITION INC.