

**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

RECEIVED

JAN 25 2017

KURTZMAN & SONS CONSULTANTS

4/16

Official Form 410

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

**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? AMARILLO 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? AMARILLO MALL LLC

Where should notices to the creditor be sent? c/o Gregory Greenfield & Associates, Ltd.

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

124 Johnson Ferry Road NE

Atlanta, Georgia 30328

Attn: Amy Kuehn

Email: [akuehn@greggreenfield.com](mailto:akuehn@greggreenfield.com)

-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](mailto:rlehane@kelledrye.com)

4. Does this claim amend one already filed?  No  Yes

Claim number on court claims registry (if known) \_\_\_\_\_ Filed on \_\_\_\_\_

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: \_\_\_\_\_

7. How much is the claim? \$132,969.11 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 WESTGATE MALL, AMARILLO, TX. Backup will be provided upon request.**

RECEIVED

JAN 25 2017

9. Is all or part of the claim secured?  No  Yes The claim is secured by a lien on property  
Nature of property: **KURTZMAN CARSON CONSULTANTS**  
 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. \$132,969.11

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)?**

No  
 Yes *Check all that apply:*

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

- |   | Amount entitled to priority |
|---|-----------------------------|
| <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).  | \$ _____                    |
| <input type="checkbox"/> 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).  | \$ _____                    |
| <input type="checkbox"/> 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). | \$ _____                    |
| <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).  | \$ _____                    |
| <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).  | \$ _____                    |
| <input type="checkbox"/> 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**

**RECEIVED**

**JAN 25 2017**

**KUNTZMAN CARSON CONSULTANTS**

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.

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 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 January 24, 2017

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

AMARILLO MALL LLC  
 c/o Gregory Greenfield & Associates, Ltd.  
 124 Johnson Ferry Road NE  
 Atlanta, Georgia 30328

By:   
 Amy Kuehn

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

**101 PARK AVENUE**

**NEW YORK, NEW YORK 10178**

(212) 808-7800

WASHINGTON, DC  
CHICAGO, IL  
STAMFORD, CT  
PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICES  
MUMBAI, INDIA

FACSIMILE  
(212) 808-7897  
www.kelleydrye.com

DIRECT LINE: (212) 808-7925  
EMAIL: mvicinanza@kelleydrye.com

January 24, 2017

**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**

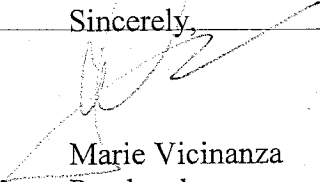
Dear Sir/Madam:

With regard to the above captioned bankruptcy case, enclosed are originals and copies of the following proof of claims which are being submitted for filing:

<b>OGG Salem Center LLC</b>	<b>Amended – Rejection</b>	<b>\$69,949.15</b>
<b>Amarillo Mall LLC</b>	<b>Rejection</b>	<b>\$132,969.11</b>

Kindly file the original proof of claims and *return the copies 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

Westgate Mall  
Amarillo, TX

Lease Term: 1/31/2021  
Petition Date: 9/2/2016  
Lease Rejection: 12/31/2016

MONTHLY CHARGES	
Rent	5,000.00
<b>TOTAL</b>	<b>5,000.00</b>

Prepetition Claim	
Prepetition Claim:	17,173.90
Landlord Work:	42,596.87
Rejection Claim:	60,920.63
Attorneys Fees:	3,000.00
<b>TOTAL PREPETITION CLAIM</b>	<b>132,969.11</b>

See Attached  
See Attached

Rejection Calculation	Rent	TOTAL
9/2/2016-9/30/2016 (29 days)	4,833.33	4,833.33
10/1/2016-12/31/2016 (3 months)	15,000.00	15,000.00
1/1/2017-1/31/2021 (60 months)	300,000.00	300,000.00
<b>Total</b>	<b>319,833.33</b>	<b>319,833.33</b>

Rejection Damages      319,833.33 x 15%      47,975.00  
    319,833.33 ÷ 63 mo x 12 mo      60,920.63

Year to Date General Ledger - Accrual  
 Jones Lang LaSalle Americas, Inc.

DATE 1/11/17  
 TIME 01:02:36 PM

01/01/16 THROUGH 08/31/16

G/L ACCOUNT	G/L DATE	VENDOR #	ACCOUNT DESCRIPTION VENDOR NAME	G/L EXPLANATION INVOICE NUMBER	DOCUMENT TY	DEBIT	CREDIT	CURRENT BALANCE	P LT C	BATCH
1809300000			WESTGATE MALL - TEXAS							
1809300000.21150			Bldg Improvements					729,948.14		
			BALANCE FORWARD					732,748.14	AA P	15245293
	01/04/16	209546	ALLENS TRI STATE MECHANICAL INC	REPLACE UNIT #708 Invoice Number 79013	PV	2,800.00				
			Period 01 TOTAL			2,800.00		732,748.14		
	02/01/16			PICTURE PEOPLE LANDLORD WORK	1521746 JE	14,361.17		747,109.31	AA P	15346026
	02/01/16			PICTURE PEOPLE LANDLORD WORK	1521746 JE	14,361.17		761,470.48	AA P	15346026
			Period 02 TOTAL			28,722.34		761,470.48		
	03/01/16			PICTURE PEOPLE LANDLORD WORK	1529207 JE	13,874.53		775,345.01	AA P	15394311
	03/01/16			REPLACE HVAC UNIT SPACE# 708	1529233 JE		2,800.00	772,545.01	AA P	15394411
			Period 03 TOTAL			13,874.53	2,800.00	772,545.01		
			Bldg Improvements	TOTAL		775,345.01	2,800.00	772,545.01		
			BUSINESS UNIT - 1809300000	TOTAL		775,345.01	2,800.00	772,545.01		
			COMPANY - 18093	TOTAL		775,345.01	2,800.00	772,545.01		
			TOTAL	- Posted		775,345.01	2,800.00	772,545.01		
				- Unposted						