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ATTORNEYS FOR DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § Chapter 11
§
TPP ACQUISITION, INC. d/b/a The Picture § Case No. 16-33437-hdh-11
People, §
§
Debtor. §

**DEBTOR’S EXPEDITED MOTION FOR ENTRY OF AN ORDER (I) SCHEDULING
COMBINED HEARING ON APPROVAL OF DISCLOSURE STATEMENT AND
CONFIRMATION OF PLAN OF LIQUIDATION, (II) CONDITIONALLY APPROVING
DISCLOSURE STATEMENT, (III) ESTABLISHING PROCEDURES FOR
SOLICITATION AND TABULATION OF VOTES ON PLAN AND (IV) APPROVING
RELATED MATTERS**

**AN EXPEDITED HEARING HAS BEEN REQUESTED ON THIS
MATTER ON FEBRUARY 14, 2017 AT 11:00 A.M. CENTRAL
TIME. IF YOU OBJECT TO THE RELIEF REQUESTED, YOU
MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING
EACH PARAGRAPH OF THIS PLEADING. UNLESS
OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE
YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY
COURT PRIOR TO THE HEARING DATE. YOU MUST SERVE A
COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU
THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE
PLEADING AS UNOPPOSED AND GRANT THE RELIEF
REQUESTED**

TO THE HONORABLE HARLIN D. HALE, U.S. BANKRUPTCY JUDGE:

TPP Acquisition, Inc. d/b/a The Picture People (“TPP” or the “Debtor”), as debtor-in-
possession, files this *Debtor’s Expedited Motion for Entry of an Order (I) Scheduling Combined*



Hearing on Approval of Disclosure Statement and Confirmation of Plan of Liquidation, (II) Conditionally Approving Disclosure Statement, (III) Establishing Procedures for Solicitation and Tabulation of Votes on Plan and (IV) Approving Related Matters (the “Motion”) and, pursuant to §§ 105, 1123(a), 1124, 1125, 1126 and 1128 of Title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 3016, 3017 and 3018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and L.B.R. 2002-1 and L.B.R. 3017-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the “Local Bankruptcy Rules”), moves for the entry of an order substantially in the form attached hereto as Exhibit A (the “Solicitation Procedures Order”):

- (a) scheduling a combined hearing (the “Combined Hearing”) on confirmation of the proposed *Debtor’s and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation for TPP Acquisition, Inc. d/b/a The Picture People Under Chapter 11 of the United States Bankruptcy Code* (the “Plan”) and the adequacy of the proposed *Disclosure Statement Under 11 U.S.C. § 1125 in Support of the Debtor’s and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation for TPP Acquisition, Inc. d/b/a The Picture People Under Chapter 11 of the United States Bankruptcy Code* (the “Disclosure Statement”)¹, both of which the Debtor filed on January 17, 2017;
- (b) conditionally approving the Disclosure Statement pending the Combined Hearing;
- (c) approving the form and manner of notice of the Combined Hearing (the “Combined Hearing Notice”);
- (d) establishing procedures for the solicitation and tabulation of votes to accept or reject the Plan, including, among other things, approval of:
 - (i) the forms of ballots for submitting votes on the Plan;
 - (ii) the deadline for submission of such ballots;
 - (iii) the proposed solicitation packages to be distributed to creditors in connection with the solicitation of votes on the Plan (collectively, the “Solicitation Packages”); and
 - (iv) certain related relief (collectively, the “Solicitation Procedures”); and

¹ Unless otherwise defined herein, capitalized terms used herein shall have the meaning ascribed to them in the Disclosure Statement.

- (e) approving certain additional procedures associated with the Plan confirmation process.

INTRODUCTION

1. By this Motion, the Debtor seeks authority to proceed with a streamlined process for obtaining a conditional approval of the Disclosure Statement, solicitation of votes on the Plan and culminating in the Combined Hearing to consider, in tandem, the adequacy of the Disclosure Statement and confirmation of the Plan. Accordingly, the Debtor seeks herein the Court's approval of various procedural requests central to the foregoing process.

2. The Debtor submits that the proposed procedures, as described in greater detail herein and in the attached exhibits, are necessary and reasonable under the circumstances, comply with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules, and will not prejudice any creditors or parties in interest, and, therefore, should be approved.

3. The following is a summary of the key dates and deadlines proposed in this Motion. In light of the circumstances of this chapter 11 case, the Debtor submits that the proposed timeline is reasonable and appropriate under the circumstances:

PROPOSED SOLICITATION AND CONFIRMATION TIMELINE	
Approval of Solicitation Procedures Motion	February 14, 2017 @ 11:00 a.m.
Record Date	February 14, 2017
Deadline to transmit Solicitation Packages (the “ <u>Solicitation Date</u> ”)	Three (3) business days after entry of the Solicitation Procedures Order
Deadline to Object to Claims for Voting Purposes	February 28, 2017
Deadline to Request Temporary Allowance of Claims for Voting Purposes	March 6, 2017
Deadline for Objections to Approval of Disclosure Statement and/or Confirmation of Plan	March 9, 2017 at 4:00 p.m. Central Time
Voting Deadline	March 9, 2017 at 4:00 p.m. Central Time
Deadline to File and Exchange Witness & Exhibit Lists	March 14, 2017 at 12:00 p.m. Central Time
Deadline to File Proposed Findings of Fact and Conclusions of Law	March 14, 2017
Deadline to File Ballot Summary	March 15, 2017
Combined Hearing	March 16, 2017 @ 1:30 p.m.

JURISDICTION

4. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. The Motion constitutes a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

5. On September 2, 2016 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

6. On September 13, 2016, the official committee of unsecured creditors (the “Committee”) was appointed in this Chapter 11 case.

7. The Debtor continues in possession of its property and continues to operate and manage its business as debtor in possession pursuant to Bankruptcy Code §§ 1107 and 1108.

8. On November 2, 2016 the Court held a hearing on the sale of substantially all of the Debtor's assets and on November 3, 2016 entered its *Order Granting the Debtor's Motion, Pursuant to Bankruptcy Code Sections 105(a), 363, and 365, and Bankruptcy Rules 2002, 6004, and 6006, for Entry of an Order Authorizing the Sale of Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests and Granting Related Relief* [Docket No. 355] (the "Sale Order").

9. Following the sale of its assets, the Debtor now seeks to confirm the Plan to wind down its estate and transfer and assign its remaining assets to a Liquidation Trust intended to liquidate the Debtor's remaining assets for the benefit of unsecured creditors. The Debtor also seeks approval of the proposed Disclosure Statement.

RELIEF REQUESTED

10. By this Motion, the Debtor seeks entry of the Solicitation Procedures Order, substantially in the form attached hereto as Exhibit A:

- (a) scheduling the Combined Hearing and approving the Combined Hearing Notice substantially in the form annexed to the Solicitation Procedures Order as Exhibit 1;
- (b) establishing the record date for purposes of determining the holders of Claims against, and Interests in, the Debtor (the "Record Date");
- (c) approving the Solicitation Packages and Solicitation Procedures;
- (d) approving voting and tabulation procedures;
- (e) approving the form of Ballots substantially in the form annexed to the Solicitation Procedures Order as Exhibit 2;
- (f) establishing the deadline by which holders of claims against the Debtor must vote to accept or reject the Plan (the "Voting Deadline");

- (g) establishing the deadline to object to the Disclosure Statement and/or Confirmation of the Plan (the “Objection Deadline”);
- (h) approving the forms of notice to the impaired and unimpaired Non-Voting Classes (as defined herein) under the Plan, substantially in the forms attached to the Solicitation Procedures Order as Exhibits 3 and 4; and
- (i) authorizing the Debtor to exchange exhibits two (2) days prior to the Combined Hearing, by posting such exhibits on the website of its claims, noticing and solicitation agent, Kurtzman Carson Consultants LLC (“KCC”) at <http://www.kccllc.net/tpp>.

11. The following table (a) designates the Classes of Claims against, and Interests in, the Debtor, (b) specifies the Classes of Claims and Interests that are Impaired by the Plan and therefore are entitled to vote to accept or reject the Plan, or deemed to reject the Plan, as the case may be, in accordance with Bankruptcy Code § 1126, and (c) specifies the Classes of Claims that are Unimpaired by the Plan and therefore are conclusively presumed to accept the Plan in accordance with Bankruptcy Code § 1126.

Class	Description	Impairment	Entitled to Vote
1	Senior Secured Lender Allowed Claims	Unimpaired	No (deemed to accept)
2	Allowed Other Secured Claims	Impaired	Yes
3	Allowed Secured Tax Claims	Impaired	Yes
4	Allowed Priority Non-Tax Claims	Impaired	Yes
5	Allowed General Unsecured Claims	Impaired	Yes
6	Interests	Impaired	No (deemed to reject)

BASIS FOR RELIEF REQUESTED

**Request for the Combined Hearing, Hearing-Related Deadlines
and Conditional Approval of the Disclosure Statement**

A. The Combined Hearing

12. Bankruptcy Code § 1128 provides that “[a]fter notice, the court shall hold a hearing on confirmation of a plan” and that “[a] party in interest may object to confirmation of a plan.” 11 U.S.C. § 1128. Bankruptcy Code § 105 expressly provides that a court may issue an

order that “provides that the hearing on approval of the disclosure statement may be combined with the hearing on confirmation of the plan.” 11 U.S.C. § 105(d)(2)(B)(vi); *see also In re Gulf Coast Oil Corp.*, 404 B.R. 407, 425 (Bankr. S.D. Tex. 2009) (“Section 1125(f) authorizes combined plans and disclosure statements in small business cases and § 105(d) authorizes the court to combine them in other cases.”).

13. For the reasons set forth below, the Debtor respectfully requests that the Court consolidate approval of the Disclosure Statement and confirmation of the Plan at a single hearing and enter an order scheduling the Combined Hearing for March 16, 2017 at 1:30 p.m. or as soon thereafter as the Court’s schedule permits.

14. A combined hearing will streamline and expedite the confirmation process, thereby benefitting the Debtor’s creditors by accelerating the implementation of, and distributions under, the Plan. Further, a combined hearing will spare the Debtor from additional administrative expenses associated with a two-stage process. The preservation of the Debtor’s resources achieved by a combined hearing will benefit the estate by maximizing recoveries to creditors. A combined hearing is in the best interests of creditors and the Debtor’s estate and will not prejudice any party-in-interest. Similar relief has been granted in other cases in this and other districts. *See e.g. In re Forest Park Medical Center at Southlake, LLC*, Case No. 16-40273 (Bankr. N.D. Tex. May 16, 2016) [Docket No. 268]; *In re ERG Intermediate Holdings, LLC, et al.*, Case No. 15-31858 (Bankr. N.D. Tex. Sept. 21, 2015) [Docket No. 534]; *In re Reddy Ice Holdings, Inc.*, Case No. 12-32349 (Bankr. N.D. Tex. May 11, 2012) [Docket No. 331]; *In re Hingham Campus LLC*, Case No. 11-33912 (Bankr. N.D. Tex. June 21, 2011) [Docket No. 77]; *In re Dune Energy, Inc. et al.*, Case No. 15-10336 (Bankr. W.D. Tex. August 18, 2015) [Docket No. 453].

B. The Combined Hearing Notice

15. The proposed form of the Combined Hearing Notice is attached to the Solicitation Procedures Order as Exhibit 1 and incorporated herein by reference. Among other things, the Combined Hearing Notice sets forth (a) the time and place of the Combined Hearing, (b) the procedures associated with objections to the Plan and/or Disclosure Statement, (c) which Classes under the Plan are entitled to vote, (d) the procedures for casting ballots by voting creditors, and (e) options for obtaining and reviewing electronic or paper copies of the Plan and Disclosure Statement for interested parties who do not receive the full solicitation package.

16. The Debtor proposes to post the Combined Hearing Notice on KCC's website at <http://www.kccllc.net/tpp> and serve the Combined Hearing Notice on all parties on the Debtor's creditor matrix and the Limited Service List maintained in this chapter 11 case, with such publication and service to occur by not later than three (3) business days after entry of the Solicitation Procedures Order.

C. Request for Conditional Approval of the Disclosure Statement

17. As further described herein, the Debtor intends to seek approval of the Disclosure Statement at the Combined Hearing. However, Bankruptcy Code § 1125 provides that “an acceptance or rejection of a plan may not be solicited after the commencement of the case under this title from a holder of a claim or interest with respect to such claim or interest, unless, at the time of or before such solicitation, there is transmitted to such holder . . . a written disclosure statement approved, after notice and a hearing, by the court as containing adequate information.” 11 U.S.C. § 1125(b). As a result, the Debtor is seeking the Court's conditional approval of the Disclosure Statement prior to commencing its solicitation of votes on the Plan and pending final approval of the Disclosure Statement at the Combined Hearing.

18. A plan proponent's disclosure statement must, as a whole, provide information that is "reasonably practicable" to permit an "informed judgment" by impaired creditors entitled to vote on the plan. *See Krystal Cadillac-Oldsmobile GMC Truck, Inc. v. Gen. Motors Corp.*, 337 F.3d 314, 321 (3d Cir. 2003). The adequacy of a disclosure statement "is to be determined on a case-specific basis under a flexible standard that can promote the policy of Chapter 11 towards fair settlement through a negotiation process between informed interested parties." *In re Copy Crafters Quickprint, Inc.*, 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988); *see also In re Applegate Prop., Ltd.*, 133 B.R. 827, 929 (Bankr. W.D. Tex. 1991) (noting that "[t]he issue of adequate information is usually decided on a case by case basis").

19. A bankruptcy court has broad discretion in examining the adequacy of the information contained in a disclosure statement. *See Mabey v. Sw. Elec. Power Co. (In re Cajun Elec. Power Co-op., Inc.)*, 150 F.3d 503, 518 (5th Cir. 1998); *Tex. Extrusion Corp. v. Lockheed Corp. (In re Tex. Extrusion Corp.)*, 844 F.2d 1142, 1157 (5th Cir. 1988); *see also In re Dakota Rail, Inc.*, 104 B.R. 138, 143 (Bankr. D. Minn 1989) (court has "wide discretion to determine...whether a disclosure statement contains adequate information, without burdensome, unnecessary, and cumbersome detail"). Congress granted courts discretion in order to facilitate the effective reorganization of a debtor in the broad range of businesses in which chapter 11 debtors engage and the broad range of circumstances that accompany chapter 11 cases. *See H.R. Rep. No. 595, 95th Cong., 1st Sess. 408-09 (1977)* ("In reorganization cases, there is frequently great uncertainty. Therefore, the need for flexibility is greatest."). Accordingly, the determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis, focusing on the unique facts and circumstances of each case.

20. In that regard, courts generally examine whether the disclosure statement contains, if applicable, the following types of information:

- (a) the circumstances that gave rise to the filing of the bankruptcy petition;
- (b) an explanation of the available assets and their value;
- (c) the anticipated future of the debtor;
- (d) the source of the information provided in the disclosure statement;
- (e) a disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those set forth in the disclosure statement;
- (f) the condition and performance of the debtor while in chapter 11;
- (g) information regarding claims against the estate;
- (h) a liquidation analysis setting forth the estimated return that creditors would receive under chapter 7;
- (i) the accounting and valuation methods used to produce the financial information in the disclosure statement;
- (j) information regarding the future management of the debtor;
- (k) a summary of the plan of reorganization or liquidation;
- (l) an estimate of all administrative expenses, including attorneys' fees and accountants' fees;
- (m) the collectability of any accounts receivable;
- (n) any financial information, valuations or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the plan;
- (o) information relevant to the risks being taken by the creditors and interest holders;
- (p) the actual or projected value that can be obtained from avoidable transfers;
- (q) the existence, likelihood and possible success of nonbankruptcy litigation;
- (r) the tax consequences of the plan; and
- (s) the relationship of the debtor with its affiliates.

See, e.g., In re U.S. Brass Corp., 194 B.R. 420, 424-25 (Bankr. E.D. Tex. 1996); *In re Scioto Valley Mortg. Co.*, 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988). This list is not meant to be comprehensive. Nor must a debtor provide all the information on the list; rather, the court must decide what is appropriate in each case. *See In re U.S. Brass*, 194 B.R. at 425 (“Disclosure of all factors is not necessary in every case.”); *In re Ferretti*, 128 B.R. 16, 18-19 (Bankr. D.N.H. 1991) (adopting a similar list); *see also In re Phx. Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001) (cautioning that “no one list of categories will apply in every case”).

21. The Disclosure Statement contains information of a type, detail and quantity “that would enable . . . a hypothetical investor of the relevant class to make an informed judgment about the plan” as required by Bankruptcy Code § 1125 and should be approved.

22. Accordingly, the Debtor requests that the Court approve the Disclosure Statement on a conditional basis at the hearing on the Motion to permit the Debtor to use it in the Solicitation Packages. The Debtor will request that the Court approve the Disclosure Statement on a final basis at the Combined Hearing and as part of the order confirming the Plan.

D. Objection and Reply Deadlines

23. The Combined Hearing Notice provides, and the Debtor requests, that the Court direct that objections to the adequacy of the Disclosure Statement and confirmation of the Plan, if any, must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification to the Plan to cure such Objection, and (iv) be filed, together with proof of service, with the Court and served so as to be actually received no later than 4:00 p.m. Prevailing Central Time on March 9, 2017 (the “Objection Deadline”), by: (i) counsel for the Debtor, Robert D. Albergotti and Jarom Yates, Haynes and Boone LLP, 2323 Victory Avenue, Suite 700, Dallas, Texas 75219, robert.albergotti@haynesboone.com and

jarom.yates@haynesboone.com; (ii) co-counsel for the Committee, Samuel Newman and Michael S. Neumeister, Gibson, Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, CA 90071-3197, snewman@gibsondunn.com and mneumeister@gibsondun.com; and Wade Emmert, Emmert & Parvin LLP, 1701 N. Market St., Suite 404, Dallas, TX 75202, wade@emmertparvin.com; and (iii) the Office of the United States Trustee for the Northern District of Texas, 1100 Commerce Street, Room 976, Dallas, Texas 75242, Attn: Nancy Resnick, nancy.s.resnick@usdoj.gov.

24. The proposed Objection Deadline would be approximately 20 days following the Debtor's completion of service of the Combined Hearing Notice and the Solicitation Packages (which, as discussed above, will be completed by three (3) business days after entry of the Solicitation Procedures Order). Bankruptcy Rule 2002(b) requires at least 28 days' notice by mail to all creditors of the time set for (a) filing objections to confirmation of a chapter 11 plan, and (b) the hearing to consider confirmation of a chapter 11 plan. However, the Court is permitted to shorten such period pursuant to Bankruptcy Rule 9006(c). The Debtor respectfully submits that cause exists to shorten such period. *See, e.g., In re Dune Energy, Inc.*, Case No. 15-10336 (Bankr. W.D. Tex. Aug. 18, 2015) [Docket No. 453] (approving 21 day notice period for the filing of objections to a chapter 11 plan), and *In re ERG Intermediate Holdings, LLC*, Case No. 15-31858 (Bankr. N.D. Tex. Sept. 21, 2015) [Docket No. 534] (approving 18 day notice period for the filing of objections to a chapter 11 plan).

25. If there are multiple objections filed with respect to the Plan and/or the Disclosure Statement, the Debtor submits that the issues raised in any such objections, and the Debtor's and Committee's responses or any proposed resolutions to those issues, can be more efficiently and effectively considered by the Court and parties in interest if the Debtor and the Committee are

permitted to file a single, consolidated reply to the objections. The Debtor respectfully requests that the Debtor and the Committee be permitted to file their reply, if any, and brief in support of the Plan and adequacy of the Disclosure Statement by not later than March 14, 2017, assuming that the Court schedules the Combined Hearing for March 16, 2017.

26. Pursuant to Bankruptcy Code § 1127, the Debtor and the Committee reserve the right to modify the Plan, prior to or during, the Combined Hearing in order to address any objections or as otherwise appropriate. Modifications of the Plan will be filed with the Court.

E. Filing Witness and Exhibit Lists, Ballot Summary, and Related Matters

27. Pursuant to Local Bankruptcy Rule 9014-1(c), parties are required to file witness and exhibit lists and exchange exhibits three days in advance of a hearing. Because of the compressed time frame, the Debtor requests that it and the Committee be allowed to file their witness and exhibit lists by noon prevailing Central Time two (2) days prior to the Combined Hearing. Further, the Debtor requests that rather than provide hard copies of the exhibits to any parties in interest, the Debtor and Committee be allowed to post copies of their exhibits on the KCC website at <http://www.kccllc.net/tpp>. The Debtor and Committee shall provide the website address for accessing their exhibits on the witness and exhibit lists filed with the Court.

28. The Debtor and the Committee will file a written ballot summary no later than one day prior to the Combined Hearing as required by Local Bankruptcy Rule 3018-1.

29. The Debtor and Committee request that they be allowed to submit their proposed Findings of Fact and Conclusions of Law with the Court on the date that is two days prior to the Combined Hearing.

The Solicitation Procedures

A. Establishment of Record Date

30. The record date for determining which holders of equity securities and creditors whose claims are based on a security of record are entitled to vote to accept or reject a plan is the “date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” FED. R. BANKR. P. 3018(a). In this case, none of the holders of Claims entitled to vote to accept or reject the Plan hold Claims based on “stock, bonds, debentures, notes, and other securities,” with respect to which a record date would be required under Bankruptcy Rule 3017(d). Nonetheless, establishing a record date (the “Record Date”) will benefit the Debtor by providing certainty, and therefore eliminating any potential disputes, in determining which creditors are entitled to receive Solicitation Packages and to vote on the Plan. Accordingly, the Debtor respectfully requests that the Court establish a Record Date as of the date of the entry of the Solicitation Procedures Order. Holders of claims or interests, as of the Record Date and as determined by the Debtor’s books and records, shall be holders of record, and as such, shall (a) be entitled to vote on the Plan or (b) in the case of the Non-Voting Classes, be entitled to receive an appropriate notice of non-voting status (“Notice of Non-Voting Status”). The Record Date shall have no preclusive effect as to distributions under the Plan.

B. Approval of Solicitation Packages and Distribution Procedures

31. Bankruptcy Rule 3017 specifies the materials that must be provided to creditors and equity interest holders in connection with a confirmation hearing and the solicitation of votes on a plan. It provides, in relevant part:

Upon approval of a disclosure statement, —except to the extent the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders—the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of the plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan...

FED. R. BANKR. P. 3017(d).

32. Except as provided below, the Debtor proposes to mail the Solicitation Packages, containing the following materials, by no later than three (3) business days after entry of the Solicitation Procedures Order, to each of the record holders of Claims determined as of the Record Date:

- (a) The Notice of Combined Hearing (in substantially the form of Exhibit 1 to the Solicitation Procedures Order);
- (b) The Disclosure Statement (with all exhibits, including the Plan) in electronic format (i.e. on a CD-ROM or flash drive);
- (c) The Solicitation Procedures Order in paper or electronic format;
- (d) An approved Ballot (in substantially the form of Exhibit 2 to the Solicitation Procedures Order); and
- (e) A pre-addressed return envelope for use in returning the Ballot to the Balloting Agent (the "Return Envelope").

33. The Debtor requests that the Court determine that the Debtor is not required to distribute paper copies of the Plan, Disclosure Statement, and Solicitation Procedures Order to holders of Claims and Interests, unless a party makes a specific written request for copies of such documents.

34. Upon obtaining Court approval of the procedures set forth in this Motion, the Debtor proposes to mail or cause to be mailed the Solicitation Packages as discussed more fully below by the Solicitation Date, which is no later than three (3) business days after entry of the Solicitation Procedures Order.

35. Solicitation Packages distributed to creditors holding Claims in Class 2 (Allowed Other Secured Claims), Class 3 (Allowed Secured Tax Claims), Class 4 (Allowed Priority Non-Tax Claims) and Class 5 (Allowed General Unsecured Claims) (collectively, the “Voting Classes”) will contain all of the materials set forth in Paragraph 32 hereinabove. Solicitation Packages distributed to holders of Claims in Class 1 (Senior Secured Lender Allowed Claims) and equity interests in Class 6 (Interests) (the “Non-Voting Classes”) will contain a copy of (i) the Combined Hearing Notice and (ii) the appropriate Notice of Non-Voting Status described below.

36. With respect to any transferred Claim, if the transferor of such Claim is entitled to vote to accept or reject the Plan, the Debtor proposes that the transferee be entitled to receive a Solicitation Package and vote to accept or reject the Plan on account of the transferred Claim only if all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Record Date.

37. The holders of any Claims filed after the November 15, 2016 shortened bar date for non-governmental claims (the “Late-Filed Claims”) are not entitled to vote on the Plan, and accordingly, the Debtor should not be required to distribute Solicitation Packages to the holders of any such Late-Filed Claims.

38. Further, the Debtor will distribute the Combined Hearing Notice by the Solicitation Date, or three (3) business days after entry of the Solicitation Procedures Order, to

all parties on the Debtor's creditor matrix and the Limited Service List maintained in this chapter 11 case.

39. Certain notices mailed during the course of this chapter 11 case have been returned as undeliverable by the United States Postal Service. The Debtor submits that it would be wasteful to mail Solicitation Packages to the same addresses to which undeliverable notices were mailed. Therefore, the Debtor seeks Court approval to depart from the strict notice rule, excusing the Debtor from mailing Solicitation Packages to those entities listed at such addresses unless and until the Debtor is provided with accurate addresses for such entities before the Solicitation Date.

C. Form of Ballots

40. Pursuant to Bankruptcy Rule 3017, ballots generally conforming to the relevant Official Forms must be transmitted to those creditors entitled to vote on the Plan. The Debtor has prepared customized ballots (collectively, the "Ballots") for use in soliciting votes on the Plan from each holder of a Claim within an impaired Class of Claims under the Plan. A true and correct copy of the form of each of the proposed Ballots is attached to the Solicitation Procedures Order as Exhibit 2.

41. The Debtor respectfully submits that the Ballots comply with the Bankruptcy Rules and should be approved.

D. Notice to Non-Voting Classes

42. As detailed above, the holders of Claims in Class 1 (Senior Secured Lender Allowed Claims) (the "Unimpaired Non-Voting Class") are unimpaired under the Plan and are conclusively presumed to accept the Plan in accordance with Bankruptcy Code § 1126(f). The holders of equity interests in Class 6 (Interests) (the "Impaired Non-Voting Class") are impaired but deemed to reject the Plan in accordance with Bankruptcy Code § 1126(g).

43. The solicitation of the Non-Voting Classes under the Plan is not required. Accordingly, no Ballots have been prepared for interest holders in the Non-Voting Classes.

44. The Debtor proposes to mail to holders of Claims in the Unimpaired Non-Voting Class a Combined Hearing Notice along with a Notice of Unimpaired Non-Voting Status (the “Notice of Unimpaired Non-Voting Status”), substantially in the form annexed to the Solicitation Procedures Order as Exhibit 3, which identifies such class as unimpaired and provides instructions to such holders of unimpaired claims regarding the availability of the Plan and Disclosure Statement and how copies may be obtained.

45. The Debtor proposes to mail to holders of Interests in the Impaired Non-Voting Class a Combined Hearing Notice along with a Notice of Impaired Non-Voting Status (the “Notice of Impaired Non-Voting Status”), substantially in the form annexed to the Solicitation Procedures Order as Exhibit 4, which informs the holder of Interests in the Non-Voting Class that it will receive no recovery under the Plan, is not entitled to vote and, therefore, is deemed to have rejected the Plan. The Notice of Impaired Non-Voting Status also provides instructions regarding the availability of the Plan and Disclosure Statement and how copies may be obtained.

46. The Debtor submits that the Notice of Unimpaired Non-Voting Status and the Notice of Impaired Non-Voting Status satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules. The Debtor requests that the Court determine that it is not required to distribute copies of the Plan and Disclosure statement to any holder of an Interest in the Non-Voting Classes, unless such party makes a request for copies of such documents. The Plan and Disclosure Statement will be readily available at KCC’s website at <http://www.kccllc.net/tpp> where they can be reviewed and/or downloaded without charge. Moreover, the Debtor will provide a copy of the Solicitation Package to any party upon request to KCC at the following

address, telephone number or email address: TPP Ballot Processing Center, c/o KCC, 2335 Alaska Avenue, El Segundo, CA 90245, telephone 877.634.7164, email TPPinfo@kccllc.com.

E. Voting and Tabulation Procedures and Voting Deadline

47. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the Court shall fix a time within which the holders of claims or equity security interests may accept or reject a plan. The Debtor expects to complete mailing of the Solicitation Packages by the Solicitation Date. For a Ballot to be counted as a vote to accept or reject the Plan, the Debtor proposes that each Ballot must be properly executed, completed and delivered to KCC either by (a) regular mail (facilitated by a return envelope that the Debtor will provide with each Ballot), (b) overnight courier to TPP Ballot Processing center, c/o KCC, 2335 Alaska Avenue, El Segundo, CA 90245, or (c) personal delivery so that, in each case, all Ballots are actually received by KCC no later than **4:00 p.m., Prevailing Central Time, on March 9, 2017** (the "Voting Deadline"), which is approximately 20 days after the Solicitation Date. The Debtor submits that such solicitation period is a sufficient period within which creditors entitled to vote on the Plan can make an informed decision regarding whether to accept or reject the Plan. Additionally, approval of the Voting Deadline pursuant to this Motion satisfied the requirements of Bankruptcy Rule 3017(c), which expressly provides for establishing a voting deadline "before approval of the disclosure statement." FED. R. BANKR. P. 3017(c).

48. In addition to accepting hard copy Ballots, the Debtor requests authorization to accept Ballots via electronic, online transmissions through a customized online balloting portal on the Debtor's case website maintained by the Balloting Agent. Parties entitled to vote may cast an electronic Ballot and electronically sign and submit the Ballot instantly by utilizing the online balloting portal (which allows a holder to submit an electronic signature). Instructions for electronic, online transmission of Ballots are set forth on the forms of Ballots. The encrypted

ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective.

49. KCC shall act as the Balloting Agent (the "Balloting Agent") under the Plan, pursuant to the terms of its retention order entered on September 9, 2016 [Docket No. 84]. The Balloting Agent will be responsible for receiving executed Ballots, determining and tabulating votes on the Plan, and determining whether each particular Impaired Class under the Plan has accepted or rejected the Plan subject to final determination by the Court at the Combined Hearing.

50. No Ballot shall be sent to the Debtor, Debtor's agents (other than the Balloting Agent) or the Debtor's financial or legal advisors. If any such Ballot is sent and returned to the Balloting Agent, it will not be counted.

51. If a claimant holds more than one Claim in a Voting Class, the Debtor shall mail each voting claimant a single Ballot on behalf of all Claims held by such claimant in a particular Class of Claims. Any party that has more than one Claim within the same Voting Class shall be entitled to one (1) vote for numerosity purposes in the aggregate dollar amount of all said Claims. A holder of more than one Claim within the same Voting Class must vote all of its Claims either to accept or reject the Plan.

52. Notwithstanding anything to the contrary contained in the Solicitation Procedures Order, any creditor who has filed or purchased duplicate claims (as determined on the face of such claims or after a reasonable review of the supporting documentation by the Balloting Agent) within the same Voting Class shall be provided with only one Solicitation Package for

voting a single claim in such Class, regardless of whether the Debtor has objected to such duplicate claims.

53. The Debtor should not be required to send Solicitation Packages to creditors holding claims that have already been paid in full; *provided, however*, that if, and to the extent that, any such creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of such claim having been paid by the Debtor, then such creditor shall be sent a Solicitation Package in accordance with the procedures set forth above.

54. The Debtor should not be required to distribute Ballots to any party not entitled to vote on the Plan pursuant to the Solicitation Procedures Order, unless such party files a motion for temporary allowance of a claim under Bankruptcy Rule 3018 on or before March 6, 2017.

55. The Debtor requests that the deadline for objecting to Claims for voting purposes be set for February 28, 2017 (the "Deadline to Object to Claims for Voting Purposes").

56. Except where otherwise specified in the Solicitation Procedures Order, each holder of a Claim shall be deemed to have voted the full amount of its Claim.

57. The Debtor requests that the Court approve the following procedures in relation to the tabulation of votes on the Plan:

- (a) If no Proof of Claim has been timely filed, the vote amount of a Claim shall be equal to the amount listed for the particular Claim in the Debtor's Schedules of Assets and Liabilities, as and if amended, to the extent such Claim is not listed as contingent, unliquidated, or disputed, and the Claim shall be placed in the appropriate Class, based on the Debtor's records, and consistent with the Debtor's Schedules of Assets and Liabilities;
- (b) If a Proof of Claim has been timely filed, and has not been objected to before the expiration of the Deadline to Object to Claims for Voting Purposes, the vote amount of that Claim shall be as specified in the Proof of Claim filed with the Clerk of the Court or KCC;
- (c) If a Proof of Claim contains any amount that is either contingent, unliquidated, disputed or unknown as determined by the Debtor in its reasonable discretion, then any vote cast on account of such Claim shall only

be tabulated (i) with respect to the non-contingent and liquidated amount set forth in the Proof of Claim, as determined by the Debtor in its reasonable discretion, or (ii) \$1.00 if no portion of the Claim is determined to be non-contingent and liquidated.

- (d) Subject to subparagraph (e) below, a Claim that is the subject of an objection filed before the Deadline to Object to Claims for Voting Purposes shall be disallowed for voting purposes, except to the extent and in the manner that the Debtor indicated in any objection or other pleading that the Claim should be allowed for voting or other purposes;
- (e) If a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, the vote amount and classification shall be that set by the Bankruptcy Court;
- (f) If a Creditor or its authorized representative did not use the Ballot provided by the Debtor, the Official Ballot Form authorized under the Federal Rules of Bankruptcy Procedure, or a substantially similar form of ballot, such Ballot will not be counted;
- (g) If the Ballot is not received by the Balloting Agent (KCC) on or before the Voting Deadline at the place fixed by the Bankruptcy Court, the Ballot will not be counted;
- (h) If the Ballot is not signed by the Creditor or its authorized representative, the Ballot will not be counted;
- (i) If the Ballot partially accepts and partially rejects the Plan, the Ballot will not be counted;
- (j) If the individual or institution casting the Ballot (whether directly or as a representative) was not the Holder of a Claim on the Record Date, the Ballot will not be counted;
- (k) If the Creditor or its authorized representative did not check one of the boxes indicating acceptance or rejection of the Plan, or checked both such boxes, the Ballot will not be counted; and
- (l) Whenever a Creditor (or its authorized representative) submits more than one Ballot voting the same Claim(s) before the Voting Deadline, except as otherwise directed by the Bankruptcy Court after notice and a hearing, the last such Ballot shall be deemed to reflect the Creditor's intent and shall supersede any prior Ballots.

58. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or any others acting in a fiduciary or representative capacity, such

persons must indicate their capacity when signing and, at the Debtor's request, must submit proper evidence satisfactory to the Debtor of their authority to so act.

59. All questions concerning the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots will be determined by the Debtor and the Committee in the first instance, and resolved by the Court in the event of a dispute, and all parties' rights are reserved with respect thereto.

60. Any holder of a Claim (or its authorized representative) in an Impaired Class who has delivered a valid Ballot for the acceptance or rejection of the Plan may withdraw such acceptance or rejection by delivering a written notice of withdrawal to the Balloting Agent at any time before the Voting Deadline. To be valid, a notice of withdrawal must: (a) contain the description of the Claim(s) to which it relates and the aggregate principal amount represented by such Claim(s); (b) be signed by the Creditor (or its authorized representative) in the same manner as the Ballot; and (c) be received by the Balloting Agent in a timely manner at the address set forth in the Disclosure Statement for the submission of Ballots. The Debtor and the Committee expressly reserve the right to contest the validity of any such withdrawals of Ballots. Unless otherwise directed by the Court, a purported notice of withdrawal of Ballot that is not received in a timely manner by the Balloting Agent will not be effective to withdraw a previously furnished Ballot. Any Creditor (or its authorized representative) who has previously submitted a properly completed Ballot before the Voting Deadline may revoke such Ballot and change its vote by submitting before the Voting Deadline a subsequent, properly completed Ballot for acceptance or rejection of the Plan.

61. If any creditor seeks to challenge the allowance of its Claim for voting purposes in accordance with the above procedures, the Debtor requests that the Court direct such creditor

to serve on counsel for the Debtor and file with the Court, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan on or before March 6, 2017, which is three (3) calendar days before the Voting Deadline. The Debtor further proposes, in accordance with Bankruptcy Rule 3018, that as to any creditor filing such a motion, such creditor's Ballot should not be counted unless temporarily allowed by an order entered by the Court prior to the Voting Deadline.

62. The Debtor believes that the proposed voting and tabulation procedures will facilitate the Plan confirmation process. Specifically, the procedures will clarify the obligations of every holder of a Claim entitled to vote to accept or reject the Plan and will create a straightforward process by which the Debtor can determine whether it has satisfied the numerosity requirement of Bankruptcy Code § 1126(c). Accordingly, the Debtor submits that the voting and tabulation procedures are in the best interests of the Debtor's estate, holders of Claims, and other parties in interest, that such procedures provide for a fair and equitable voting process, and that good cause supports the relief requested herein. Accordingly, the Debtor submits that the voting and tabulation procedures should be approved.

Non-Substantive Modifications

63. The Debtor requests authorization to make non-substantive modifications to the Combined Hearing Notice, Solicitation Packages, Notice of Voting Status, Ballots and related documents without further order of the Court, including modifications to correct typographic and grammatical errors, if any, and to make conforming modifications to the Disclosure Statement, Plan, and any other materials in the Solicitation Packages prior to distribution.

FOR ALL OF THE ABOVE REASONS, the Debtor requests that the Court enter an order, substantially in the form attached hereto as Exhibit A (a) granting the relief requested herein, and (b) granting such other and further relief the Court deems just and proper.

Dated: January 27, 2017

HAYNES AND BOONE, LLP

By: /s/ Robert D. Albergotti

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ATTORNEYS FOR DEBTOR

EXHIBIT “A”

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
TPP ACQUISITION, INC. d/b/a The	§	Case No. 16-33437-hdh-11
Picture People,	§	
	§	
Debtor.	§	

**ORDER APPROVING DEBTOR'S EXPEDITED MOTION FOR ENTRY OF AN
ORDER (I) SCHEDULING COMBINED HEARING ON APPROVAL OF
DISCLOSURE STATEMENT AND CONFIRMATION OF PLAN OF LIQUIDATION,
(II) CONDITIONALLY APPROVING DISCLOSURE STATEMENT, (III)
ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION
OF VOTES ON PLAN AND (IV) APPROVING RELATED MATTERS**

[Docket No. ____]

CAME ON FOR HEARING on February 16, 2017, the *Debtor's Expedited Motion for Entry of an Order (I) Scheduling Combined Hearing on Approval of Disclosure Statement and Confirmation of Plan of Liquidation, (II) Conditionally Approving Disclosure Statement, (III) Establishing Procedures for Solicitation and Tabulation of Votes on Plan and (IV) Approving*

Related Matters [Docket No. ____] (the “Motion”)¹ filed by TPP Acquisition, Inc. d/b/a The Picture People (“TPP” or the “Debtor”); and having considered the Motion and representations of counsel; and the Court being satisfied that the relief requested is in the best interests of the Debtor’s estate, its creditors, and other parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor; it is hereby

FOUND AND DETERMINED THAT:

A. The Debtor and the Committee have filed their *Debtor’s and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation for TPP Acquisition, Inc. d/b/a The Picture People Under Chapter 11 of the United States Bankruptcy Code* [Docket No. 434] (together with all exhibits, and as it may be further amended, the “Plan”) and *Disclosure Statement Under 11 U.S.C. § 1125 in Support of the Debtor’s and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation for TPP Acquisition, Inc. d/b/a The Picture People Under Chapter 11 of the United States Bankruptcy Code* [Docket No. 435] (together with all exhibits, and as it may be further amended, the “Disclosure Statement”).

B. Notice of the Motion was properly provided and such notice was due and proper to all interested parties and no further notice is necessary.

C. The form of Ballots attached hereto as Exhibit 2 comply with the applicable Bankruptcy Rules and provide adequate information to instruct all members of the Voting Classes how to vote.

D. Holders of claims in Class 1 (Senior Secured Lender Allowed Claims) (the “Unimpaired Non-Voting Class”) are conclusively presumed to accept the Plan. Accordingly, holders of claims in the Unimpaired Non-Voting Class are not entitled to vote or receive a Ballot.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

E. Holders of interests in Class 6 (Interests) (“Impaired Non-Voting Class”) are conclusively presumed to reject the Plan. Accordingly, holders of interests in the Non-Voting Class are not entitled to vote or receive a Ballot.

F. The period, as set forth below, during which the Debtor and the Committee may solicit acceptances of the Plan is a reasonable period of time for entities entitled to vote on the Plan to make an informed decision regarding whether to accept or reject the Plan.

G. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion and below) provide for a fair and equitable voting process and are consistent with Bankruptcy Code § 1126.

H. The notice procedures set forth below provide due, proper, and adequate notice of the Combined Hearing, and procedures for filing objections or responses to the Disclosure Statement and Plan.

I. The proposed timeline for the Combined Hearing complies with the Bankruptcy Code, Bankruptcy Rules, and Local Bankruptcy Rules and will enable the Debtor and the Committee to pursue confirmation of the Plan in a timely fashion.

J. The Debtor and the Committee have the right to seek modifications or extensions of the matters governed by this Order.

K. The relief requested in the Motion is in the best interests of the Debtor, its estate and all parties in interest.

L. The legal and factual bases set forth in the Motion and at the hearing on the Motion establish just cause for the relief granted herein.

NOW, THEREFORE, IT IS ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

2. Any and all objections to the Motion not otherwise settled or withdrawn are hereby overruled.

3. The Disclosure Statement is hereby approved on a conditional basis, and the Debtor is authorized to use the Disclosure Statement in its Solicitation Packages.

4. A combined hearing shall be held before the Honorable Harlin D. Hale, Earle Cabell Federal Building, 1100 Commerce Street, 14th Floor, Courtroom No. 3, Dallas, Texas 75242 on **Thursday, March 16, 2017 at 1:30 p.m. (prevailing Central Time)** (the “Combined Hearing”) to consider entry of an order, among other things, determining that the Disclosure Statement contains “adequate information” within the meaning ascribed to such term in Bankruptcy Code § 1125, approving the Disclosure Statement, and to consider the confirmation of the Plan.

5. Objections to the adequacy of the Disclosure Statement and confirmation of the Plan, if any, must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification to the Plan to cure such Objection, and (iv) be filed, together with proof of service, with the Court and served so as to be actually received no later than **4:00 p.m. Prevailing Central Time on March 9, 2017** (the “Objection Deadline”), by: (i) counsel for the Debtor, Robert D. Albergotti and Jarom Yates, Haynes and Boone LLP, 2323 Victory Avenue, Suite 700, Dallas, Texas 75219, robert.albergotti@haynesboone.com and jarom.yates@haynesboone.com, (ii) co-counsel for the Committee, Samuel Newman and Michael S. Neumeister, Gibson, Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, CA 90071-3197, snewman@gibsondunn.com and mneumeister@gibsondunn.com; and Wade Emmert, Emmert & Parvin LLP, 1701 N. Market St., Suite 404, Dallas, TX 75202,

wade@emmertparvin.com; and (iii) the Office of the United States Trustee for the Northern District of Texas, 1100 Commerce Street, Room 976, Dallas, Texas 75242, Attn: Nancy Resnick, nancy.s.resnick@usdoj.gov.

6. Objections to the Disclosure Statement and/or to the confirmation of the Plan that are not timely filed, served, and actually received in the manner set forth above shall not be considered and shall be deemed overruled.

7. The notice of the Objection Deadline and the time, date, and place of the Combined Hearing, substantially in the form annexed hereto as Exhibit 1, (the “Combined Hearing Notice”) is hereby approved.

8. Kurtzman Carson Consultants LLC (“KCC”) shall act as the Balloting Agent.

9. The form of Ballots attached hereto as Exhibit 2 are hereby approved and the Balloting Agent is authorized to accept Ballots either by (a) regular mail (facilitated by a return envelope that the Debtor will provide with each Ballot), (b) overnight courier to TPP Ballot Processing Center, c/o KCC, 2335 Alaska Avenue, El Segundo, CA 90245, or (c) personal delivery. Additionally, the Balloting Agent is hereby authorized to accept Ballots via electronic, online transmissions through a customized online balloting portal on the Debtors’ case website maintained by the Balloting Agent.

10. To be counted as a vote to accept or reject the Plan, all Ballots must be properly executed, completed, and cast so as to be actually received by no later than **4:00 p.m. (Central Time) on March 9, 2017** (the “Voting Deadline”).

11. For the purpose of determining creditors entitled to vote on the Plan, the record date for purposes of voting shall be **February 16, 2017** (the “Record Date”) with respect to holders of claims in Class 2 (Allowed Other Secured Claims), Class 3 (Allowed Secured Tax

Claims), Class 4 (Allowed Priority Non-Tax Claims) and Class 5 (Allowed General Unsecured Claims) (collectively, the “Voting Classes”).

12. The Record Date shall be the date fixed for determining which creditors and equity interest holders in the Non-Voting Classes are entitled to receive a Notice of Non-Voting Status.

13. The Debtor shall complete the mailing of Solicitation Packages by no later than three (3) business days after the entry of this Solicitation Procedures Order (the “Solicitation Date”).

14. Solicitation Packages distributed to creditors in the Voting Classes shall contain: (a) the Notice of Combined Hearing; (b) the Disclosure Statement (with all exhibits, including the Plan) in electronic format (i.e., on a CD-ROM or flash drive); (c) this Solicitation Procedures Order in paper or CD format; (d) an approved Ballot; and (e) a pre-addressed return envelope for use in returning the Ballot to the Balloting Agent. Notwithstanding anything to the contrary contained in this Order, any creditor who has filed or purchased duplicate claims (as determined on the face of such claims or after a reasonable review of the supporting documentation by the Balloting Agent) within the same Voting Class shall be provided with only one Solicitation Package for voting a single claim in such Class, regardless of whether the Debtor has objected to such duplicate claims.

15. Solicitation Packages distributed to holders of interests in the Non-Voting Classes shall not include a form of Ballot, but shall include a copy of (i) the Combined Hearing Notice and (ii) the appropriate Notice of Non-Voting Status.

16. The Notices of Non-Voting Status, attached hereto as Exhibits 3 and 4, are hereby approved.

17. With respect to any transferred Claim, if the transferor of such Claim is entitled to vote to accept or reject the Plan, the transferee shall be entitled to receive a Solicitation Package and vote to accept or reject the Plan on account of the transferred Claim only if: (a) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Record Date; or (b) the transferee files, no later than the Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer, and (ii) a sworn statement of the transferor supporting the validity of the transfer.

18. The deadline for objecting to Claims for voting purposes is hereby set for **February 28, 2017** (the “Deadline to Objection to Claims for Voting Purposes”).

19. The holders of any Late-Filed Claims are not entitled to vote on the Plan, and the Debtor is not required to distribute Solicitation Packages to the holders of any such Late-Filed Claims.

20. By the Solicitation Date, the Debtor shall distribute, or cause to be distributed, the Combined Hearing Notice to all parties on the Debtor’s creditor matrix and the Limited Service List maintained in this Chapter 11 Case.

21. The Debtor is not required to distribute paper copies of the Plan or Disclosure Statement unless a holder of a claim or interest makes a specific request for copies of such documents to KCC at the following telephone number or email address: Kurtzman Carson Consultants LLC at 877.634.7164 or via email to TPPinfo@kccllc.com.

22. The Debtor shall make the Plan and Disclosure Statement, and Combined Hearing Notice available in electronic format on-line at <http://www.tppllc.net/tpp>.

23. The Debtor shall not be required to send Solicitation Packages to creditors holding claims that have already been paid in full; *provided, however*, that if, and to the extent

that, any such creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of such claim having been paid by the Debtor, then such creditor shall be sent a Solicitation Package in accordance with the procedures set forth above.

24. The Debtor shall be excused from mailing Solicitation Packages and any other materials related to voting or confirmation of the Plan to those entities to which certain notices mailed during the course of this Chapter 11 Case have been returned as undeliverable by the United States Postal Service, unless and until the Debtor is provided with accurate addresses for such entities before the Solicitation Date. The Debtor's failure to mail Solicitation Packages or any other materials related to voting or confirmation of the Plan to such entities (a) shall not constitute inadequate notice of the Combined Hearing or Voting Deadline and (b) shall not constitute a violation of Bankruptcy Rule 3017(d).

25. The Debtor shall not be required to distribute Ballots to any party not entitled to vote on the Plan pursuant to this Order, unless such party files a motion for temporary allowance of a claim under Bankruptcy Rule 3018 on or before **March 6, 2017**.

26. If a claimant holds more than one Claim in a Voting Class, the Debtor shall mail each voting claimant a single Ballot on behalf of all Claims held by such claimant in a particular Class of Claims. Any party that has more than one Claim within the same Voting Class shall be entitled to one (1) vote for numerosity purposes in the aggregate dollar amount of all said Claims. A holder of more than one Claim within the same Voting Class must vote all of its Claims either to accept or reject the Plan.

27. Any creditor who has filed or purchased duplicate claims (as determined on the face of such claims or after a reasonable review of the supporting documentation by the Balloting Agent) within the same Voting Class shall be provided with only one Solicitation

Package for voting a single claim in such Class, regardless of whether the Debtor has objected to such duplicate claims.

28. The Debtor and the Committee are authorized to make non-substantive modifications to the Disclosure Statement, Plan, Combined Hearing Notice, Solicitation Packages, Notices of Non-Voting Status, Ballots, and related documents without further order of the Court, including modifications to correct typographical and grammatical errors, if any, before distribution.

29. The following procedures shall apply for tabulating votes:

- (a) If no Proof of Claim has been timely filed, the vote amount of a Claim shall be equal to the amount listed for the particular Claim in the Debtor's Schedules of Assets and Liabilities, as and if amended, to the extent such Claim is not listed as contingent, unliquidated, or disputed, and the Claim shall be placed in the appropriate Class, based on the Debtor's records, and consistent with the Debtor's Schedules of Assets and Liabilities;
- (b) If a Proof of Claim has been timely filed, and has not been objected to before the expiration of the Deadline to Object to Claims for Voting Purposes, the vote amount of that Claim shall be as specified in the Proof of Claim filed with the Clerk of the Court or KCC;
- (c) If a Proof of Claim contains any amount that is either contingent, unliquidated, disputed or unknown as determined by the Debtor in its reasonable discretion, then any vote cast on account of such Claim shall only be tabulated (i) with respect to the non-contingent and liquidated amount set forth in the Proof of Claim, as determined by the Debtor in its reasonable discretion, or (ii) \$1.00 if no portion of the Claim is determined to be non-contingent and liquidated;
- (d) Subject to subparagraph (e) below, a Claim that is the subject of an objection filed before the Deadline to Object to Claims for Voting Purposes shall be disallowed for voting purposes, except to the extent and in the manner that the Debtor indicated in any objection or other pleading that the Claim should be allowed for voting or other purposes;
- (e) If a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, the vote amount and classification shall be that set by the Bankruptcy Court;

- (f) If a Creditor or its authorized representative did not use the Ballot provided by the Debtor, the Official Ballot Form authorized under the Federal Rules of Bankruptcy Procedure, or a substantially similar form of ballot, such Ballot will not be counted;
- (g) If the Ballot is not received by the Balloting Agent (KCC) on or before the Voting Deadline at the place fixed by the Bankruptcy Court, the Ballot will not be counted;
- (h) If the Ballot is not signed by the Creditor or its authorized representative, the Ballot will not be counted;
- (i) If the Ballot partially accepts and partially rejects the Plan, the Ballot will not be counted;
- (j) If the individual or institution casting the Ballot (whether directly or as a representative) was not the Holder of a Claim on the Record Date, the Ballot will not be counted;
- (k) If the Creditor or its authorized representative did not check one of the boxes indicating acceptance or rejection of the Plan, or checked both such boxes, the Ballot will not be counted; and
- (l) Whenever a Creditor (or its authorized representative) submits more than one Ballot voting the same Claim(s) before the Voting Deadline, except as otherwise directed by the Bankruptcy Court after notice and a hearing, the last such Ballot shall be deemed to reflect the Creditor's intent and shall supersede any prior Ballots.

30. All questions concerning the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots will be determined by the Debtor and the Committee in the first instance, and resolved by this Court in the event of a dispute.

31. The Debtor may allow any claimant who submits a properly completed Ballot to withdraw such Ballot on or before the Voting Deadline. In the event the Debtor does permit such withdrawal, the claimant, for cause, may change or withdraw its acceptance or rejection of the Plan in accordance with Bankruptcy Rule 3018(a). To be valid, a notice of withdrawal must: (a) contain the description of the Claim(s) to which it relates and the aggregate principal amount represented by such Claim(s); (b) be signed by the Creditor (or its authorized representative) in

the same manner as the Ballot; and (c) be received by the Balloting Agent in a timely manner at the address set forth in the Disclosure Statement for the submission of Ballots. Notwithstanding anything contained in this Order to the contrary, the Balloting Agent, in its discretion, may, but is not required to, contact voters to cure any defects in the Ballots and is authorized to so cure any defects. Subject to any contrary order of the Court and except as otherwise set forth in this Order, the Debtor may waive any defects or irregularities as to any particular Ballot at any time, either before or after the Voting Deadline, and any such waivers shall be documented in the vote tabulation certification prepared by the Balloting Agent.

32. If any creditor seeks to challenge the allowance of its Claim for voting purposes in accordance with the above procedures, such creditor shall serve on counsel for the Debtor and file with the Court, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan on or before **March 6, 2017**, which is three (3) calendar days before the Voting Deadline. In accordance with Bankruptcy Rule 3018, as to any creditor filing such a motion, such creditor's Ballot shall not be counted unless temporarily allowed by an order entered by the Court prior to the Combined Hearing.

33. If there are multiple objections filed with respect to the Plan and/or the Disclosure Statement, the Debtor and the Committee shall be permitted to file a single, consolidated reply to the objections, and any brief in support of the Plan and adequacy of the Disclosure Statement by not later than **March 14, 2017**, which is two days prior to the Combined Hearing.

34. The Debtor and the Committee are authorized to file their witness and exhibit list by **noon on March 14, 2017**, which is two days prior to the Combined Hearing, and exchange such exhibits by posting copies on the Debtors' website at <http://www.kccllc.net/tpp>.

35. The Debtor and the Committee are authorized to submit their proposed Findings of Fact and Conclusions of Law no later than **March 14, 2017**, which is two days prior to the Combined Hearing.

36. The Debtor and the Committee are authorized to file a written ballot summary no later than **March 15, 2017**, one day prior to the Combined Hearing as required by Local Bankruptcy Rule 3018-1.

37. The Debtor and the Committee are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

38. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

END OF ORDER

Submitted by:

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Telephone: 214.651.5000
Facsimile: 214.651.5940
Email: robert.albergotti@haynesboone.com
Email: ian.peck@haynesboone.com
Email: jarom.yates@haynesboone.com

ATTORNEYS FOR DEBTOR

EXHIBIT 1 TO
SOLICITATION PROCEDURES ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
TPP ACQUISITION, INC. d/b/a The Picture People,	§	Case No. 16-33437-hdh-11
	§	
Debtor.	§	HEARING DATE AND TIME:
	§	March 16, 2017 @ 1:30 p.m.

**NOTICE OF HEARING TO CONSIDER FINAL APPROVAL OF DISCLOSURE
STATEMENT AND CONFIRMATION OF CHAPTER 11 PLAN OF LIQUIDATION
OF THE DEBTOR UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE THAT on January 17, 2017, TPP Acquisition, Inc. d/b/a The Picture People (“TPP” or the “Debtor”), debtor-in-possession in the above captioned bankruptcy proceeding, and the Official Committee of Unsecured Creditors (the “Committee”) filed the *Debtor’s and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation for TPP Acquisition, Inc. d/b/a The Picture People Under Chapter 11 of the United States Bankruptcy Code* [Docket No. 434] (as modified, amended, or supplemented from time to time, the “Plan”)¹ and the *Disclosure Statement Under 11 U.S.C. § 1125 in Support of the Debtor’s and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation for TPP Acquisition, Inc. d/b/a The Picture People Under Chapter 11 of the United States Bankruptcy Code* [Docket No. 435] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE THAT:

- 1. Disclosure Statement and Plan Hearing.** A hearing will be held before the Honorable Harlin D. Hale, Earle Cabell Federal Building, 1100 Commerce Street, 14th Floor, Courtroom No. 3, Dallas, Texas 75242, on **Thursday, March 16, 2017 at 1:30 p.m. (Prevailing Central Time)** (the “Hearing”) to consider entry of an order, among other things, determining that the Disclosure Statement contains “adequate information” within the meaning ascribed to such term in section 1125 of the Bankruptcy Code, approving the Disclosure Statement, and confirming the Plan. The Debtor and Committee may modify the Plan, if necessary, prior to, during, or as a result of the Hearing, in accordance with the terms of the Plan. Any modifications to the Plan will be filed with the Court prior to the Hearing.
- 2. Copies of the Plan and Disclosure Statement.** Any party in interest that wishes to obtain a copy of the Plan and Disclosure Statement should contact Kurtzman Carson Consultants LLC, Re: TPP Acquisition, Inc., 2335 Alaska Avenue, El Segundo, CA 90245, or by email at tpinfo@kccllc.com or by telephone at 877.634.7164. Interested parties may also examine and download the Plan and Disclosure Statement free of charge at <http://www.kccllc.net/tp>.
- 3. Objection Deadline and Procedures.** Objections, if any, to approval of the Disclosure Statement and/or the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection to the Disclosure Statement and/or the Plan and/or proposed modification to the Plan; and (d) be filed, together with proof of service, with the Court and served so that they are actually received by the following parties no later than **March 9, 2017, at 4:00 p.m. (Prevailing Central Time)**: (i) counsel for the Debtor, Robert D. Albergotti and Jarom Yates, Haynes and Boone LLP, 2323 Victory Avenue, Suite 700, Dallas, Texas 75219, robert.albergotti@haynesboone.com and jarom.yates@haynesboone.com; (ii) co-counsel for the Committee, Samuel Newman and Michael S. Neumeister, Gibson, Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, CA 90071-3197, snewman@gibsondunn.com and mneumeister@gibsondunn.com; and Wade Emmert, Emmert & Parvin LLP, 1701 N. Market St., Suite 404, Dallas, TX 75202, wade@emmertparvin.com; and (iii) the Office of the United States Trustee for the Northern District of Texas, 1100 Commerce Street, Room 976, Dallas, Texas 75242, Attn: Nancy Resnick, nancy.s.resnick@usdoj.gov. Failure to file and serve any objection to the Disclosure Statement and/or the Plan in conformity with the foregoing procedures may result in the objecting party not being heard at the hearing.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

4. **Record Date for Voting Purposes.** Holders of claims in Class 2 (Allowed Other Secured Claims), Class 3 (Allowed Secured Tax Claims), Class 4 (Allowed Priority Non-Tax Claims) and Class 5 (Allowed General Unsecured Claims) as of **February 16, 2017** (the "Record Date") are entitled to vote on the Plan.
5. **Voting Procedures.** If you are entitled to vote on the Plan, you will receive a solicitation package which will include a copy of (a) this Notice, (b) the Disclosure Statement and Plan (in electronic format), (c) the Solicitation Procedures Order, (d) a ballot, and (e) a return envelope. Please carefully review the voting instructions. **Failure to follow the voting instructions may disqualify your vote.**
6. **Voting Deadline.** The deadline to vote on the Plan is **March 9, 2017, at 4:00 p.m. (Central Time)** (the "Voting Deadline"). The Debtor's balloting voting agent, Kurtzman Carson Consultants LLC (the "Balloting Agent"), must **actually receive** your Ballot by the Voting Deadline. **Otherwise your vote will not be counted.**
7. **Parties in Interest Not Entitled to Vote.** Holders of Claims in Class 1 (Senior Secured Lender Allowed Claims) and Interests in Class 6 (Interests) are not entitled to vote on the Plan. Such holders will receive a Notice of Non-Voting Status instead of a Solicitation Package. If you have timely filed a proof of claim and disagree with the Debtor's classification of, objection to, or request for estimation of, your claim and believe that you should be entitled to vote on the Plan, then you must serve the Debtor, and file with the Court, a motion (a "Rule 3018(a) Motion") for entry of an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed **on or before March 6, 2017**. As to any creditor filing a Rule 3018(a) Motion, such creditor's vote will not be counted except as may be otherwise ordered by the Court. Creditors may contact Kurtzman Carson Consultants LLC at 877.634.7164 to receive an appropriate Ballot for any claim for which a proof of claim has been timely filed and a Rule 3018(a) Motion has been granted. **Rule 3018(a) Motions that are not timely filed and served in the manner set forth above will not be considered.**
8. **ARTICLE IX OF THE PLAN CONTAINS CERTAIN EXCULPATIONS, RELEASES AND INJUNCTIONS. YOU ARE ENCOURAGED TO REVIEW THE TERMS OF THE PLAN.**
9. **Additional Information.** For more information about the solicitation procedures, or for copies of the Plan or Disclosure Statement, parties should contact the Debtor's Balloting Agent, Kurtzman Carson Consultants LLC, at tppinfo@kccllc.com or 877.634.7164. The Plan, Disclosure Statement, and related documents may be examined and downloaded free of charge at <http://www.kccllc.net/tpp>.
10. The Hearing may be adjourned from time to time without further notice to parties in interest other than by an announcement in Court of such adjournment on the date scheduled for the Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtor with the Court.

Dated: _____

HAYNES AND BOONE, LLP

By: /s/ draft
Robert D. Albergotti, TBN 00969800
Ian T. Peck, TBN 24013306
Jarom J. Yates, TBN 24071134
2323 Victory Avenue, Suite 700
Dallas, TX 75219
Telephone: 214.651.5000
Facsimile: 214.651.5940
Email: robert.albergotti@haynesboone.com
Email: ian.peck@haynesboone.com
Email: jarom.yates@haynesboone.com

ATTORNEYS FOR DEBTOR

EXHIBIT 2 TO
SOLICITATION PROCEDURES ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § Chapter 11
§
TPP ACQUISITION, INC. d/b/a The Picture People, § Case No. 16-33437-hdh-11
§
Debtor. §
§

CLASS 2 BALLOT TO ACCEPT OR REJECT THE DEBTOR'S AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS' JOINT PLAN OF LIQUIDATION FOR TPP ACQUISITION, INC. d/b/a THE PICTURE PEOPLE UNDER CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE

VOTING DEADLINE: MARCH 9, 2017 @ 5:00 P.M. (PREVAILING CENTRAL TIME)

PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE VIA FIRST CLASS MAIL, OVERNIGHT COURIER OR HAND DELIVERY, OR BY USING THE ELECTRONIC BALLOTING PROCEDURES DESCRIBED ON PAGE 2.

Item 1. Voting Classification and Amount.

This Ballot is cast by or on behalf of the holder of the following Class 2 (Allowed Other Secured Claims) Claim against the Debtor in the full amount of the Allowed Claim.

Item 2. Vote.

The holder of the above claim votes its claim as follows (check one box only):

<input type="checkbox"/> Accept the Plan	<input type="checkbox"/> Reject the Plan
--	--

Item 3. Certification

By returning this Ballot, the voter certifies and/or acknowledges that: (a) the voter has been provided with a copy of the Disclosure Statement, including the Plan; and (b) the voter has full power and authority to vote to accept or reject the Plan.

NAME: _____

BY: _____
(If appropriate)

TITLE: _____
(If appropriate)

ADDRESS: _____

TELEPHONE NUMBER. (____) _____ - _____

DATE: _____

SIGNATURE: _____

THE VOTING DEADLINE IS MARCH 9, 2017 AT 4:00 P.M. (PREVAILING CENTRAL TIME). ALL BALLOTS MUST BE RECEIVED BY THE VOTING DEADLINE.

Ballots should be sent in the enclosed envelope via first class mail, overnight courier or hand delivery to the following address:

TPP BALLOT PROCESSING CENTER
C/O KCC
2335 ALASKA AVENUE
EL SEGUNDO, CA 90245

In addition, to submit your Ballot via the Balloting Agent's online portal, please visit <http://www.kccllc.net/tpp>. Click on the "Submit Electronic Ballot" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique Electronic Ballot ID#: _____
Unique Electronic Ballot PIN#: _____

Each Electronic Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic ballot. Please complete and submit an electronic ballot for each Electronic Ballot ID# you receive, as applicable. Creditors who cast a Ballot using the Balloting Agent's online portal should NOT also submit a paper Ballot.

INSTRUCTIONS FOR COMPLETING THE BALLOT

The Debtor and the Committee are soliciting your vote with respect to the Plan referred to in the Disclosure Statement. The Disclosure Statement provides information to assist you in deciding whether to accept or reject the Plan. Please review the Disclosure Statement in its entirety, including exhibits, before you vote.

Instructions: Please complete this Ballot as follows:

- (a) Vote to accept or reject the Plan by checking the appropriate box in Item 2;
- (b) Complete the acknowledgment and certification set forth in Item 3;
- (c) Date the Ballot, and provide your address if it is different than what is printed on the Ballot; and
- (d) If you are completing the Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing, and provide proof of your authorization to so sign.

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT SO THAT IT IS RECEIVED BY THE BALLOTING AGENT NO LATER THAN MARCH 9, 2017 AT 4:00 P.M. (PREVAILING CENTRAL TIME). YOUR SIGNATURE IS REQUIRED ON THE BALLOT IN ORDER FOR YOUR VOTE TO COUNT.

YOU MUST VOTE ALL OF YOUR CLAIMS WITHIN A CLASS UNDER THE PLAN EITHER TO ACCEPT OR REJECT THE PLAN. A BALLOT THAT PARTIALLY ACCEPTS AND PARTIALLY REJECTS THE PLAN WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIAL, INCLUDING THE PLAN, PLEASE CONTACT THE DEBTOR'S BALLOTING AGENT AT:

Attn: TPP Ballot Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245
Telephone: 877.634.7164
<http://www.kccllc.net/tpp>

PLEASE NOTE THAT KCC IS NOT PERMITTED TO PROVIDE LEGAL ADVICE

Please Note: This Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtor of the validity of a claim or interest.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § Chapter 11
§
TPP ACQUISITION, INC. d/b/a The Picture People, § Case No. 16-33437-hdh-11
§
Debtor. §
§

CLASS 3 BALLOT TO ACCEPT OR REJECT THE DEBTOR'S AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS' JOINT PLAN OF LIQUIDATION FOR TPP ACQUISITION, INC. d/b/a THE PICTURE PEOPLE UNDER CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE

VOTING DEADLINE: MARCH 9, 2017 @ 5:00 P.M. (PREVAILING CENTRAL TIME)

PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE VIA FIRST CLASS MAIL, OVERNIGHT COURIER OR HAND DELIVERY, OR BY USING THE ELECTRONIC BALLOTING PROCEDURES DESCRIBED ON PAGE 2.

Item 1. Voting Classification and Amount.

This Ballot is cast by or on behalf of the holder of the following Class 3 (Allowed Secured Tax Claims) Claim against the Debtor in the full amount of the Allowed Claim.

Item 2. Vote.

The holder of the above claim votes its claim as follows (check one box only):

<input type="checkbox"/> Accept the Plan	<input type="checkbox"/> Reject the Plan
--	--

Item 3. Certification

By returning this Ballot, the voter certifies and/or acknowledges that: (a) the voter has been provided with a copy of the Disclosure Statement, including the Plan; and (b) the voter has full power and authority to vote to accept or reject the Plan.

NAME: _____

BY: _____
(If appropriate)

TITLE: _____
(If appropriate)

ADDRESS: _____

TELEPHONE NUMBER. (____) _____ - _____

DATE: _____

SIGNATURE: _____

THE VOTING DEADLINE IS MARCH 9, 2017 AT 4:00 P.M. (PREVAILING CENTRAL TIME). ALL BALLOTS MUST BE RECEIVED BY THE VOTING DEADLINE.

Ballots should be sent in the enclosed envelope via first class mail, overnight courier or hand delivery to the following address:

TPP BALLOT PROCESSING CENTER
C/O KCC
2335 ALASKA AVENUE
EL SEGUNDO, CA 90245

In addition, to submit your Ballot via the Balloting Agent's online portal, please visit <http://www.kccllc.net/tpp>. Click on the "Submit Electronic Ballot" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique Electronic Ballot ID#: _____
Unique Electronic Ballot PIN#: _____

Each Electronic Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic ballot. Please complete and submit an electronic ballot for each Electronic Ballot ID# you receive, as applicable. Creditors who cast a Ballot using the Balloting Agent's online portal should NOT also submit a paper Ballot.

INSTRUCTIONS FOR COMPLETING THE BALLOT

The Debtor and the Committee are soliciting your vote with respect to the Plan referred to in the Disclosure Statement. The Disclosure Statement provides information to assist you in deciding whether to accept or reject the Plan. Please review the Disclosure Statement in its entirety, including exhibits, before you vote.

Instructions: Please complete this Ballot as follows:

- (a) Vote to accept or reject the Plan by checking the appropriate box in Item 2;
- (b) Complete the acknowledgment and certification set forth in Item 3;
- (c) Date the Ballot, and provide your address if it is different than what is printed on the Ballot; and
- (d) If you are completing the Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing, and provide proof of your authorization to so sign.

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT SO THAT IT IS RECEIVED BY THE BALLOTING AGENT NO LATER THAN MARCH 9, 2017 AT 4:00 P.M. (PREVAILING CENTRAL TIME). YOUR SIGNATURE IS REQUIRED ON THE BALLOT IN ORDER FOR YOUR VOTE TO COUNT.

YOU MUST VOTE ALL OF YOUR CLAIMS WITHIN A CLASS UNDER THE PLAN EITHER TO ACCEPT OR REJECT THE PLAN. A BALLOT THAT PARTIALLY ACCEPTS AND PARTIALLY REJECTS THE PLAN WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIAL, INCLUDING THE PLAN, PLEASE CONTACT THE DEBTOR'S BALLOTING AGENT AT:

Attn: TPP Ballot Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245
Telephone: 877.634.7164
<http://www.kccllc.net/tpp>

PLEASE NOTE THAT KCC IS NOT PERMITTED TO PROVIDE LEGAL ADVICE

Please Note: This Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtor of the validity of a claim or interest.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § Chapter 11
§
TPP ACQUISITION, INC. d/b/a The Picture People, § Case No. 16-33437-hdh-11
§
Debtor. §
§

CLASS 4 BALLOT TO ACCEPT OR REJECT THE DEBTOR'S AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS' JOINT PLAN OF LIQUIDATION FOR TPP ACQUISITION, INC. d/b/a THE PICTURE PEOPLE UNDER CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE

VOTING DEADLINE: MARCH 9, 2017 @ 5:00 P.M. (PREVAILING CENTRAL TIME)

PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE VIA FIRST CLASS MAIL, OVERNIGHT COURIER OR HAND DELIVERY, OR BY USING THE ELECTRONIC BALLOTING PROCEDURES DESCRIBED ON PAGE 2.

Item 1. Voting Classification and Amount.

This Ballot is cast by or on behalf of the holder of the following Class 4 (Allowed Priority Non-Tax Claims) Claim against the Debtor in the full amount of the Allowed Claim.

Item 2. Vote.

The holder of the above claim votes its claim as follows (check one box only):

<input type="checkbox"/> Accept the Plan	<input type="checkbox"/> Reject the Plan
--	--

Item 3. Certification

By returning this Ballot, the voter certifies and/or acknowledges that: (a) the voter has been provided with a copy of the Disclosure Statement, including the Plan; and (b) the voter has full power and authority to vote to accept or reject the Plan.

NAME: _____

BY: _____
(If appropriate)

TITLE: _____
(If appropriate)

ADDRESS: _____

TELEPHONE NUMBER. (____) _____ - _____

DATE: _____

SIGNATURE: _____

THE VOTING DEADLINE IS MARCH 9, 2017 AT 4:00 P.M. (PREVAILING CENTRAL TIME). ALL BALLOTS MUST BE RECEIVED BY THE VOTING DEADLINE.

Ballots should be sent in the enclosed envelope via first class mail, overnight courier or hand delivery to the following address:

TPP BALLOT PROCESSING CENTER
C/O KCC
2335 ALASKA AVENUE
EL SEGUNDO, CA 90245

In addition, to submit your Ballot via the Balloting Agent's online portal, please visit <http://www.kccllc.net/tpp>. Click on the "Submit Electronic Ballot" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique Electronic Ballot ID#: _____
Unique Electronic Ballot PIN#: _____

Each Electronic Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic ballot. Please complete and submit an electronic ballot for each Electronic Ballot ID# you receive, as applicable. Creditors who cast a Ballot using the Balloting Agent's online portal should NOT also submit a paper Ballot.

INSTRUCTIONS FOR COMPLETING THE BALLOT

The Debtor and the Committee are soliciting your vote with respect to the Plan referred to in the Disclosure Statement. The Disclosure Statement provides information to assist you in deciding whether to accept or reject the Plan. Please review the Disclosure Statement in its entirety, including exhibits, before you vote.

Instructions: Please complete this Ballot as follows:

- (a) Vote to accept or reject the Plan by checking the appropriate box in Item 2;
- (b) Complete the acknowledgment and certification set forth in Item 3;
- (c) Date the Ballot, and provide your address if it is different than what is printed on the Ballot; and
- (d) If you are completing the Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing, and provide proof of your authorization to so sign.

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT SO THAT IT IS RECEIVED BY THE BALLOTING AGENT NO LATER THAN MARCH 9, 2017 AT 4:00 P.M. (PREVAILING CENTRAL TIME). YOUR SIGNATURE IS REQUIRED ON THE BALLOT IN ORDER FOR YOUR VOTE TO COUNT.

YOU MUST VOTE ALL OF YOUR CLAIMS WITHIN A CLASS UNDER THE PLAN EITHER TO ACCEPT OR REJECT THE PLAN. A BALLOT THAT PARTIALLY ACCEPTS AND PARTIALLY REJECTS THE PLAN WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIAL, INCLUDING THE PLAN, PLEASE CONTACT THE DEBTOR'S BALLOTING AGENT AT:

Attn: TPP Ballot Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245
Telephone: 877.634.7164
<http://www.kccllc.net/tpp>

PLEASE NOTE THAT KCC IS NOT PERMITTED TO PROVIDE LEGAL ADVICE

Please Note: This Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtor of the validity of a claim or interest.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § Chapter 11
§
TPP ACQUISITION, INC. d/b/a The Picture People, § Case No. 16-33437-hdh-11
§
Debtor. §
§

CLASS 5 BALLOT TO ACCEPT OR REJECT THE DEBTOR'S AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS' JOINT PLAN OF LIQUIDATION FOR TPP ACQUISITION, INC. d/b/a THE PICTURE PEOPLE UNDER CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE

VOTING DEADLINE: MARCH 9, 2017 @ 5:00 P.M. (PREVAILING CENTRAL TIME)

PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE VIA FIRST CLASS MAIL, OVERNIGHT COURIER OR HAND DELIVERY, OR BY USING THE ELECTRONIC BALLOTING PROCEDURES DESCRIBED ON PAGE 2.

Item 1. Voting Classification and Amount.

This Ballot is cast by or on behalf of the holder of the following Class 5 (Allowed General Unsecured Claims) Claim against the Debtor in the full amount of the Allowed Claim.

Item 2. Vote.

The holder of the above claim votes its claim as follows (check one box only):

<input type="checkbox"/> Accept the Plan	<input type="checkbox"/> Reject the Plan
--	--

Item 3. Certification

By returning this Ballot, the voter certifies and/or acknowledges that: (a) the voter has been provided with a copy of the Disclosure Statement, including the Plan; and (b) the voter has full power and authority to vote to accept or reject the Plan.

NAME: _____

BY: _____
(If appropriate)

TITLE: _____
(If appropriate)

ADDRESS: _____

TELEPHONE NUMBER. (____) _____ - _____

DATE: _____

SIGNATURE: _____

THE VOTING DEADLINE IS MARCH 9, 2017 AT 4:00 P.M. (PREVAILING CENTRAL TIME). ALL BALLOTS MUST BE RECEIVED BY THE VOTING DEADLINE.

Ballots should be sent in the enclosed envelope via first class mail, overnight courier or hand delivery to the following address:

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C/O KCC
2335 ALASKA AVENUE
EL SEGUNDO, CA 90245

In addition, to submit your Ballot via the Balloting Agent's online portal, please visit <http://www.kccllc.net/tpp>. Click on the "Submit Electronic Ballot" section of the website and follow the instructions to submit your Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:

Unique Electronic Ballot ID#: _____
Unique Electronic Ballot PIN#: _____

Each Electronic Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic ballot. Please complete and submit an electronic ballot for each Electronic Ballot ID# you receive, as applicable. Creditors who cast a Ballot using the Balloting Agent's online portal should NOT also submit a paper Ballot.

INSTRUCTIONS FOR COMPLETING THE BALLOT

The Debtor and the Committee are soliciting your vote with respect to the Plan referred to in the Disclosure Statement. The Disclosure Statement provides information to assist you in deciding whether to accept or reject the Plan. Please review the Disclosure Statement in its entirety, including exhibits, before you vote.

Instructions: Please complete this Ballot as follows:

- (a) Vote to accept or reject the Plan by checking the appropriate box in Item 2;
- (b) Complete the acknowledgment and certification set forth in Item 3;
- (c) Date the Ballot, and provide your address if it is different than what is printed on the Ballot; and
- (d) If you are completing the Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing, and provide proof of your authorization to so sign.

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT SO THAT IT IS RECEIVED BY THE BALLOTING AGENT NO LATER THAN MARCH 9, 2017 AT 4:00 P.M. (PREVAILING CENTRAL TIME). YOUR SIGNATURE IS REQUIRED ON THE BALLOT IN ORDER FOR YOUR VOTE TO COUNT.

YOU MUST VOTE ALL OF YOUR CLAIMS WITHIN A CLASS UNDER THE PLAN EITHER TO ACCEPT OR REJECT THE PLAN. A BALLOT THAT PARTIALLY ACCEPTS AND PARTIALLY REJECTS THE PLAN WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIAL, INCLUDING THE PLAN, PLEASE CONTACT THE DEBTOR'S BALLOTING AGENT AT:

Attn: TPP Ballot Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245
Telephone: 877.634.7164
<http://www.kccllc.net/tpp>

PLEASE NOTE THAT KCC IS NOT PERMITTED TO PROVIDE LEGAL ADVICE

Please Note: This Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtor of the validity of a claim or interest.

EXHIBIT 3 TO
SOLICITATION PROCEDURES ORDER

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re: § Chapter 11
TPP ACQUISITION, INC. d/b/a The Picture People, §
Debtor. § Case No. 16-33437-hdh-11
§
§
§

**NOTICE OF UNIMPAIRED NON-VOTING STATUS UNDER JOINT
CHAPTER 11 PLAN OF LIQUIDATION OF THE DEBTOR AND THE COMMITTEE¹**

PLEASE TAKE NOTICE OF THE FOLLOWING:

PLEASE TAKE NOTICE THAT on January 17, 2017, TPP Acquisition, Inc. d/b/a The Picture People (“TPP” or the “Debtor”), debtor-in-possession in the above captioned bankruptcy proceeding, and the Official Committee of Unsecured Creditors (the Committee”) filed the *Debtor’s and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation for TPP Acquisition, Inc. d/b/a The Picture People Under Chapter 11 of the United States Bankruptcy Code* [Docket No. 434] (as modified, amended, or supplemented from time to time, the “Plan”)² and the *Disclosure Statement Under 11 U.S.C. § 1125 in Support of the Debtor’s and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation for TPP Acquisition, Inc. d/b/a The Picture People Under Chapter 11 of the United States Bankruptcy Code* [Docket No. 435] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”).

Under the terms of the Plan, your claim(s) against the Debtor is/are not impaired, and therefore, pursuant to section 1126(f) of the Bankruptcy Code you are (i) conclusively presumed to have accepted the Plan and (ii) not entitled to vote on the Plan. If you have any questions about the status of your claim(s) or interests(s), or you wish to obtain a copy of either the Plan or Disclosure Statement, copies of either document (including any exhibits thereto) are available at no charge via the internet at <http://www.kccllc.net/tpp>. Copies of the Plan and Disclosure Statement are also available by contacting the TPP Ballot Processing Center, c/o KCC, 2335 Alaska Avenue, El Segundo, CA 90245, or by email at TPPinfo@kccllc.com or by telephone at 877.634.7164.

ARTICLE IX OF THE PLAN CONTAINS CERTAIN EXCULPATIONS, RELEASES AND INJUNCTIONS. YOU ARE ENCOURAGED TO REVIEW THE TERMS OF THE PLAN.

PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

Dated: _____

HAYNES AND BOONE, LLP

By: /s/ draft
Robert D. Albergotti
State Bar No. 00969800
Ian T. Peck
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Jarom J. Yates
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ATTORNEYS FOR DEBTOR

16056071_1

¹ Unimpaired Class is Class 1 (Senior Secured Lender Allowed Claims).

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

EXHIBIT 4 TO
SOLICITATION PROCEDURES ORDER

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re: § Chapter 11
TPP ACQUISITION, INC. d/b/a The Picture People, §
Debtor. § Case No. 16-33437-hdh-11
§
§
§

**NOTICE OF IMPAIRED NON-VOTING STATUS UNDER JOINT
CHAPTER 11 PLAN OF LIQUIDATION OF THE DEBTOR AND THE COMMITTEE¹**

PLEASE TAKE NOTICE OF THE FOLLOWING:

PLEASE TAKE NOTICE THAT on January 17, 2017, TPP Acquisition, Inc. d/b/a The Picture People (“TPP” or the “Debtor”), debtor-in-possession in the above captioned bankruptcy proceeding, and the Official Committee of Unsecured Creditors (the Committee”) filed the *Debtor’s and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation for TPP Acquisition, Inc. d/b/a The Picture People Under Chapter 11 of the United States Bankruptcy Code* [Docket No. 434] (as modified, amended, or supplemented from time to time, the “Plan”)² and the *Disclosure Statement Under 11 U.S.C. § 1125 in Support of the Debtor’s and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation for TPP Acquisition, Inc. d/b/a The Picture People Under Chapter 11 of the United States Bankruptcy Code* [Docket No. 435] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”).

Under the terms of the Plan, you are not entitled to receive or retain any property on account of your interest(s) in the Debtor. Therefore, pursuant to section 1126(g) of the Bankruptcy Code you are (i) deemed to have rejected the Plan and (ii) not entitled to vote on the Plan. If you have any questions about the status of your claim(s) or interests(s), or you wish to obtain a copy of either the Plan or Disclosure Statement, copies of either document (including any exhibits thereto) are available at no charge via the internet at <http://www.kccllc.net/tpp>. Copies of the Plan and Disclosure Statement are also available by contacting the TPP Ballot Processing Center, c/o KCC, 2335 Alaska Avenue, El Segundo, CA 90245, or by email at TPPinfo@kccllc.com or by telephone at 877.634.7164.

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ATTORNEYS FOR DEBTOR

16083716_1

¹ Impaired Class is Class 6 (Interests).

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.