



CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed February 15, 2017


United States Bankruptcy Judge

**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. 446]

CAME ON FOR HEARING on February 14, 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. 447] (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’ Second Amended 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. 468] (together with all exhibits, and as it may be further amended, the “Plan”) and *Second Amended Disclosure Statement Under 11 U.S.C. § 1125 in Support of the Debtor’s and Official Committee of Unsecured Creditors’ Second Amended 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. 469] (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,

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

holders of claims in the Unimpaired Non-Voting Class are not entitled to vote or receive a Ballot.

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 14, 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:

Robert D. Albergotti
State Bar No. 00969800

Ian T. Peck
State Bar No. 24013306

Jarom J. Yates
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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 SECOND
AMENDED DISCLOSURE STATEMENT AND CONFIRMATION OF SECOND
AMENDED JOINT CHAPTER 11 PLAN OF LIQUIDATION OF THE DEBTOR
AND THE COMMITTEE UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE THAT on February 14, 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’ Second Amended 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. 468] (as modified, amended, or supplemented from time to time, the “Plan”)¹ and the *Second Amended Disclosure Statement Under 11 U.S.C. § 1125 in Support of the Debtor’s and Official Committee of Unsecured Creditors’ Second Amended 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. 469] (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/tpp>.
- 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

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

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.

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 14, 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

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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' SECOND AMENDED 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 @ 4:00 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' SECOND AMENDED 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 @ 4:00 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' SECOND AMENDED 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 @ 4:00 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' SECOND AMENDED 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 @ 4:00 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:

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.

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 SECOND AMENDED JOINT CHAPTER 11 PLAN OF LIQUIDATION OF THE DEBTOR AND THE COMMITTEE¹

PLEASE TAKE NOTICE OF THE FOLLOWING:

PLEASE TAKE NOTICE THAT on February 14, 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’ Second Amended 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. 468] (as modified, amended, or supplemented from time to time, the “Plan”)² and the *Second Amended Disclosure Statement Under 11 U.S.C. § 1125 in Support of the Debtor’s and Official Committee of Unsecured Creditors’ Second Amended 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. 469] (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/tp>. 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
State Bar No. 24013306
Jarom J. Yates
State Bar No. 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

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, § Case No. 16-33437-hdh-11
§
Debtor. §
§

**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 February 14, 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’ Second Amended 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. 468] (as modified, amended, or supplemented from time to time, the “Plan”)² and the *Second Amended Disclosure Statement Under 11 U.S.C. § 1125 in Support of the Debtor’s and Official Committee of Unsecured Creditors’ Second Amended 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. 469] (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.

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
State Bar No. 24013306
Jarom J. Yates
State Bar No. 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

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.