

**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. §

**FIFTH SUPPLEMENTAL NOTICE OF REJECTION OF
REMAINING CONTRACTS [OTHER THAN REAL PROPERTY LEASES]**

PLEASE TAKE NOTICE that on September 2, 2016, TPP Acquisition, Inc. d/b/a The Picture People, debtor-in-possession in the above-referenced chapter 11 case (the “Debtor”), filed a voluntary petition for relief under Chapter 11 of Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas (the “Court”).

PLEASE TAKE FURTHER NOTICE that on November 3, 2016, the Court entered the *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* (the “Sale Order”),¹ which authorized and approved, among other things, (a) the Sale of substantially all of the Debtor’s Assets free and clear of liens, claims, and encumbrances and other interests to TPP OPERATING, INC. (the “Purchaser”), and (b) certain procedures applicable to the rejection of certain executory contracts and unexpired leases following the Closing, in accordance with the terms of the Amended and Restated Asset Purchase Agreement [Docket No. 180] (the “Rejection Procedures”).

PLEASE TAKE FURTHER NOTICE that pursuant to Section 1.6(c) of the Amended and Restated Asset Purchase Agreement [Docket No. 180] (as amended, the “Amended Stalking Horse APA”), **Purchaser has designated all of the contracts on the attached Exhibit A for rejection, effective as of March 24, 2017.**

¹ All capitalized terms used but not defined herein shall have the meaning ascribed to them in the Sale Order.



Obtaining Additional Information

Additional copies of the Sale Order and any other related documents are available upon request to counsel for the Debtor Robert D. Albergotti and Jarom J. Yates, Haynes and Boone LLP, 2323 Victory Ave, Suite 700, Dallas, TX 75219, robert.albergotti@haynesboone.com, jarom.yates@haynesboone.com

Rejected Contract Objection Procedures

Pursuant to the Rejection Procedures, a party in interest may object to the proposed rejection by the Debtor of a Remaining Contract (as defined on page 2 of the Sale Order) that is listed on the attached **Exhibit A**. Any such objection must (a) be in writing; (b) be signed by counsel or attested to by the objecting party; (c) be in conformity with the Bankruptcy Rules and applicable local rules; (d) be filed with the Clerk of the Bankruptcy Court for the Northern District of Texas, Clerk of the Bankruptcy Court for the Northern District of Texas, United States Bankruptcy Court, Northern District of Texas – Dallas Division, Earle Cabell Federal Building, 1100 Commerce St., Rm. 1254 Dallas, TX 75242-1496, **no later than ten days after the date the Debtor served this Notice (the “Objection Deadline”)**; (e) be served in accordance with applicable local rules so as to be received on or before the Objection Deadline by the following: (i) counsel for the Debtor, Haynes and Boone LLP, 2323 Victory Ave, Suite 700, Dallas, TX 75219 (attn.: Robert D. Albergotti and Ian T. Peck), Email: robert.albergotti@haynesboone.com; ian.peck@haynesboone.com; (ii) counsel for the Stalking Horse Bidder, Riemer & Braunstein LLP, Times Square Tower, Seven Times Square, New York, NY 10036 (attn.: Donald E. Rothman and Steven E. Fox), Email: drothman@riemerlaw.com; sfox@riemerlaw.com; and Vinson & Elkins L.L.P., 3700 Trammell Crow Center, 2001 Ross Avenue, Suite 3700, Dallas, TX 75201-2975 (attn.: Josiah M. Daniel, III), Email: jdaniel@velaw.com; (iii) co-counsel for the Official Committee of Unsecured Creditors, Gibson, Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, CA 90071-3197 (attn.: Samuel Newman), Email: SNewman@gibsondunn.com; and Emmert & Parvin LLP, 1701 N. Market St., Suite 404, Dallas, TX 75202 (attn.: Wade Emmert), Email: wade@emmertparvin.com; and (iv) Office of the United States Trustee for the Northern District of Texas, 1100 Commerce St. # 976, Dallas, TX 75242 (the “Notice Parties”).

PLEASE TAKE FURTHER NOTICE that if a timely permitted objection is properly filed and served on the Notice Parties in the manner specified above, unless the parties agree otherwise in writing, a hearing will be scheduled to consider that objection. If that objection is overruled by the Court or withdrawn, the rejection of the affected Remaining Contract shall be deemed effective as of the applicable Rejection Effective Date. **If no timely objection is filed and served with respect to the rejection of a Remaining Contract within ten (10) days after the delivery of the Rejection Notice, the Debtor may, but is not required to file the proposed Rejection Order, which is attached hereto as Exhibit B; provided, however, the Debtor reserves the right at any prior to the entry of an applicable Rejection Order to remove a Remaining Contract from the list of Remaining Contracts to be rejected.**

PLEASE TAKE FURTHER NOTICE that in connection with the rejection of a Remaining Contract that is a lease, if the Debtor has deposited monies with a lessor as a security

deposit or other arrangement, such lessor may not set off or recoup or otherwise use such deposit without the prior approval of the Court.

PLEASE TAKE FURTHER NOTICE that if an affected counterparty or any other party in interest (the “Rejection Claimant”) asserts a claim or claims against the Debtor arising from the rejection of a Remaining Contract listed on **Exhibit A** hereto, such Rejection Claimant shall submit a proof of claim on or before the later of (a) the date that is 30 days after the entry of the Rejection Order or (b) the date established by the Court in the order shortening the bar date [Docket 261]. If the Rejection Claimant does not timely file such proof of claim, such claimant shall be forever barred from asserting a claim against the Debtor for such rejection damages.

Dated: March 28, 2017

HAYNES AND BOONE, LLP

By: /s/ Robert D. Albergotti

Robert D. Albergotti, TBN 00969800

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ATTORNEYS FOR DEBTOR

EXHIBIT A

Schedule of Rejected Remaining Contracts

Contract Counterparty	Notice Address	Contract Description	Rejection Date
Box.com	Box.com Attn: Adam Whaley awhaley@box.com Box, Inc. 900 Jefferson Ave. Redwood City, CA 94063 Attn: LegalOps Box, Inc. 4440 El Camino Real Los Altos, CA 94022 legalops@box.com	Cloud Storage Platform	3/24/2017
Earthlink Business, LLC	Earthlink Business, LLC Attn: Asst. General Counsel 7037 Old Madison Pike Huntsville, AL 35806 Earthlink Business, LLC 2150 Holmgrem Way Green Bay, WI 54304 customercare@earthlinkbusiness.com Earthlink Business, LLC Office of the CEO 330 Monroe Ave. Rochester, NY 14607	Data & Telecommunications, Internet	3/24/2017
Verizon Wireless	Verizon Wireless Attn: Area General Counsel One Verizon Place Alpharetta, GA 30004 Verizon Wireless One Verizon Way Basking Ridge, NJ 07920-1097	Wireless Data and Voice	3/24/2017

Exhibit B

Proposed Rejection 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	§	Case No. 16-33437-hdh-11
Picture People,	§	
	§	
Debtor.	§	

**ORDER AUTHORIZING THE REJECTION OF CERTAIN DESIGNATED
CONTRACTS (OTHER THAN REAL PROPERTY LEASES) PURSUANT TO
BANKRUPTCY CODE § 365**

[Docket No. ____]

Upon the Rejection Procedures contained in the *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* (the "Sale

Order)² and the above captioned debtor (the "Debtor") having filed the *Fifth Supplemental Notice Of Rejection of Remaining Contracts [Other than Real Property Leases]* (the "Rejection Notice"); and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Rejection Notice having been provided, and it appearing that no other further notice need be provided; and it appearing that no objections to the Rejection Notice were timely filed; and it appearing that requested relief is in the best interests of the Debtor, its estate and creditors and other parties-in-interest; and upon the record of the Sale Hearing and all other pleadings and proceedings in this Chapter 11 Case, and after due deliberation and good and sufficient cause appearing therefor;

IT IS HEREBY FOUND AND DETERMINED:

1. Pursuant to Bankruptcy Code § 365 and Bankruptcy Rule 6006, the contracts listed on Exhibit A shall be deemed rejected as of March 24, 2017.
2. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
3. This Court shall retain jurisdiction with respect to all matters relating to the interpretation and implementation of this Order.

END OF ORDER

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Sale Order.
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Submitted by:

Robert D. Albergotti
State Bar No. 009790800

Ian T. Peck
State Bar No. 24013306

Jarom J. Yates
State Bar No. 24071134

HAYNES AND BOONE, LLP

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Email: ian.peck@haynesboone.com

Email: jarom.yates@haynesboone.com

ATTORNEYS FOR DEBTOR AND DEBTOR IN POSSESSION

Contract Counterparty	Notice Address	Contract Description	Rejection Date
Box.com	Box.com Attn: Adam Whaley awhaley@box.com Box, Inc. 900 Jefferson Ave. Redwood City, CA 94063 Attn: LegalOps Box, Inc. 4440 El Camino Real Los Altos, CA 94022 legalops@box.com	Cloud Storage Platform	3/24/2017
Earthlink Business, LLC	Earthlink Business, LLC Attn: Asst. General Counsel 7037 Old Madison Pike Huntsville, AL 35806 Earthlink Business, LLC 2150 Holmgren Way Green Bay, WI 54304 customercare@earthlinkbusiness.com Earthlink Business, LLC Office of the CEO 330 Monroe Ave. Rochester, NY 14607	Data & Telecommunications, Internet	3/24/2017
Verizon Wireless	Verizon Wireless Attn: Area General Counsel One Verizon Place Alpharetta, GA 30004 Verizon Wireless One Verizon Way Basking Ridge, NJ 07920-1097	Wireless Data and Voice	3/24/2017