

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHER 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.)

**MONTHLY STAFFING REPORT BY WINTER HARBOR LLC
FOR THE PERIOD OF OCTOBER 1, 2016 THROUGH OCTOBER 31, 2016**

Winter Harbor LLC (“Winter Harbor”) hereby submits this monthly staffing report for the period October 1, 2016 through October 31, 2016, for compensation and reimbursement of expenses received pursuant to its engagement by an Order of the Bankruptcy Court entered on October 6, 2016, Docket No. 222. Winter Harbor earned compensation for this period of \$238,754.38 for the provision of a Chief Restructuring Officer and additional personnel to the Debtor during said period, and incurred \$20,024.27 in actual, reasonable and necessary expenses during said period.

Attached in support of the above compensation and expenses are the following:

- Exhibit A – Compensation and Expenses Incurred by Professional
- Exhibit B – Compensation and Expenses Incurred by Category
- Exhibit C – Compensation by Category and Professional
- Exhibit D – Expenses Incurred by Category and Professional



Exhibit A

Compensation and Expenses Incurred by Professional

October 1, 2016 – October 31, 2016

In re TPP Acquisition, Inc. d/b/a The Picture People
Debtor

Case No. 16-33437-hdh-11
Reporting Period: October 1 - October 31, 2016

Professional	Function	Hours	Hourly rate	Total
Base time				
Stuart Noyes	Chief Restructuring Officer	167.8	\$625.00	\$104,875.00
Bruce Meier	Additional Personnel	185.3	500.00	92,650.00
Mason Hickman	Additional Personnel	199.7	295.00	58,911.50
	15% discount			(38,465.48)
Subtotal base time		552.8	\$394.30	\$217,971.03
Travel time at 50% of base rates				
Stuart Noyes	Chief Restructuring Officer	35.0	\$312.50	\$10,937.50
Bruce Meier	Additional Personnel	36.0	250.00	9,000.00
Mason Hickman	Additional Personnel	30.6	147.50	4,513.50
	15% discount			(3,667.65)
Subtotal travel time at 50% of base rates		101.6	\$204.56	\$20,783.35
Total compensation		654.4	\$364.84	\$238,754.38
Expenses incurred				
Stuart Noyes	Chief Restructuring Officer			\$7,609.20
Bruce Meier	Additional Personnel			7,232.17
Mason Hickman	Additional Personnel			5,182.90
Total expenses incurred				\$20,024.27
GRAND TOTAL, COMPENSATION AND EXPENSES				\$258,778.64

Exhibit B**Compensation and Expenses Incurred by Category****October 1, 2016 – October 31, 2016**In re TPP Acquisition, Inc. d/b/a The Picture People
Debtor

Case No. 16-33437-hdh-11

Reporting Period: October 1 - October 31, 2016

Category code	Category description	Hours	Hourly rate	Total
Hourly compensation				
12	Business operations	285.9	469.20	134,145.50
13	Case administration	71.3	438.67	31,277.50
17	Financing	17.0	295.00	5,015.00
32	Corporate finance	86.6	426.98	36,976.50
40	Strategic planning	19.7	447.44	8,814.50
99	Unsecured Creditors' Committee	72.3	556.12	40,207.50
2026	Travel time	101.6	240.66	24,451.00
	15% discount			(42,133.13)
Total compensation		654.4	\$364.84	\$238,754.38
Expenses incurred				
	Airfare			\$6,634.00
	Lodging			6,321.73
	Taxi and limousine			2,175.79
	Meals: Breakfast			204.15
	Meals: Lunch			790.61
	Meals: Dinner			1,861.35
	Parking, tolls and fuel			1,199.63
	Mileage			773.66
	Telecommunications			18.35
	Miscellaneous expense			45.00
Total expenses incurred				\$20,024.27
GRAND TOTAL, COMPENSATION AND EXPENSES				\$258,778.64

Exhibit C

Compensation by Category and Professional

October 1, 2016 – October 31, 2016

In re TPP Acquisition, Inc. d/b/a The Picture People Case No. 16-33437-hdh-11
Debtor Reporting Period: October 1 - October 31, 2016

Category code	Category description/Professional	Hours	Hourly rate	Total
Hourly compensation				
12	Business operations			
	Stuart Noyes	93.4	\$625.00	\$58,375.00
	Bruce Meier	92.6	500.00	46,300.00
	Mason Hickman	99.9	295.00	29,470.50
	15% discount			(20,121.83)
	Subtotal	285.9	\$398.82	\$114,023.68
13	Case administration			
	Stuart Noyes	1.1	\$625.00	\$687.50
	Bruce Meier	48.2	500.00	24,100.00
	Mason Hickman	22.0	295.00	6,490.00
	15% discount			(4,691.63)
	Subtotal	71.3	\$372.87	\$26,585.88
17	Financing			
	Stuart Noyes	-	\$0.00	\$0.00
	Bruce Meier	-	-	-
	Mason Hickman	17.0	295.00	5,015.00
	15% discount			(752.25)
	Subtotal	17.0	\$250.75	\$4,262.75
32	Corporate finance			
	Stuart Noyes	13.7	\$625.00	\$8,562.50
	Bruce Meier	33.7	500.00	16,850.00
	Mason Hickman	39.2	295.00	11,564.00
	15% discount			(5,546.48)
	Subtotal	86.6	\$362.93	\$31,430.03
40	Strategic planning			
	Stuart Noyes	9.1	\$625.00	\$5,687.50
	Bruce Meier	-	-	-
	Mason Hickman	10.6	295.00	3,127.00
	15% discount			(1,322.18)
	Subtotal	19.7	\$380.32	\$7,492.33
99	Unsecured Creditors' Committee			
	Stuart Noyes	50.5	\$625.00	\$31,562.50
	Bruce Meier	10.8	500.00	5,400.00
	Mason Hickman	11.0	295.00	3,245.00
	15% discount			(6,031.13)
	Subtotal	72.3	\$472.70	\$34,176.38
2026	Travel time			
	Stuart Noyes	35.0	\$312.50	\$10,937.50
	Bruce Meier	36.0	250.00	9,000.00
	Mason Hickman	30.6	147.50	4,513.50
	15% discount			(3,667.65)
	Subtotal	101.6	\$204.56	\$20,783.35
	All categories			
	Stuart Noyes	202.8	\$571.07	\$115,812.50
	Bruce Meier	221.3	459.33	101,650.00
	Mason Hickman	230.3	275.40	63,425.00
	15% discount			(42,133.13)
	TOTAL	654.4	\$364.84	\$238,754.38

Exhibit D**Expenses Incurred by Category and Professional****October 1, 2016 – October 31, 2016**In re TPP Acquisition, Inc. d/b/a The Picture People
DebtorCase No. 16-33437-hdh-11
Reporting Period: October 1 - October 31, 2016

Category description	Stuart Noyes	Bruce Meier	Mason Hickman	TOTAL
Expenses incurred				
Airfare	\$4,020.00	\$1,890.80	\$723.20	\$6,634.00
Lodging	1,220.40	2,288.25	2,813.08	6,321.73
Taxi and limousine	878.49	578.07	719.23	2,175.79
Meals: Breakfast	28.90	122.06	53.19	204.15
Meals: Lunch	-	545.02	245.59	790.61
Meals: Dinner	972.38	768.97	120.00	1,861.35
Parking, tolls and fuel	267.63	781.00	151.00	1,199.63
Mileage	221.40	243.00	309.26	773.66
Telecommunications	-	-	18.35	18.35
Miscellaneous expense	-	15.00	30.00	45.00
TOTAL	\$7,609.20	\$7,232.17	\$5,182.90	\$20,024.27