

**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 NOVEMBER 1, 2016 THROUGH NOVEMBER 30, 2016**

Winter Harbor LLC (“Winter Harbor”) hereby submits this monthly staffing report for the period November 1, 2016 through November 30, 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 \$89,383.03 for the provision of a Chief Restructuring Officer and additional personnel to the Debtor during said period, and incurred \$8,511.75 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****November 1, 2016 – November 30, 2016****In re TPP Acquisition, Inc. d/b/a The Picture People
Debtor****Case No. 16-33437-hdh-11
Reporting Period: November 1 - November 30, 2016**

| Professional | Function | Hours | Hourly rate | Total |
|---|-----------------------------|--------------|--------------------|--------------------|
| Base time | | | | |
| Stuart Noyes | Chief Restructuring Officer | 67.2 | \$625.00 | \$42,000.00 |
| Bruce Meier | Additional Personnel | 69.0 | 500.00 | 34,500.00 |
| Mason Hickman | Additional Personnel | 68.7 | 295.00 | 20,266.50 |
| Barak Tulin | Additional Personnel | 8.7 | 100.00 | 870.00 |
| | 15% discount | | | (14,645.48) |
| Subtotal base time | | 213.6 | \$388.53 | \$82,991.03 |
| Travel time at 50% of base rates | | | | |
| Stuart Noyes | Chief Restructuring Officer | 12.0 | \$312.50 | \$3,750.00 |
| Bruce Meier | Additional Personnel | 8.0 | 250.00 | 2,000.00 |
| Mason Hickman | Additional Personnel | 12.0 | 147.50 | 1,770.00 |
| Barak Tulin | Additional Personnel | - | 50.00 | - |
| | 15% discount | | | (1,128.00) |
| Subtotal travel time at 50% of base rates | | 32.0 | \$199.75 | \$6,392.00 |
| Total compensation | | 245.6 | \$363.94 | \$89,383.03 |
| Expenses incurred | | | | |
| Stuart Noyes | Chief Restructuring Officer | | | \$3,352.65 |
| Bruce Meier | Additional Personnel | | | 2,308.07 |
| Mason Hickman | Additional Personnel | | | 2,851.03 |
| Barak Tulin | Additional Personnel | | | - |
| Total expenses incurred | | | | \$8,511.75 |
| GRAND TOTAL, COMPENSATION AND EXPENSES | | | | \$97,894.77 |

Exhibit B**Compensation and Expenses Incurred by Category**

November 1, 2016 – November 30, 2016

In re TPP Acquisition, Inc. d/b/a The Picture People Case No. 16-33437-hdh-11
 Debtor Reporting Period: November 1 - November 30, 2016

| Category code | Category description | Hours | Hourly rate | Total |
|---|--------------------------------|--------------|-----------------|--------------------|
| Hourly compensation | | | | |
| 12 | Business operations | 109.1 | 489.40 | 53,393.50 |
| 13 | Case administration | 85.8 | 432.76 | 37,130.50 |
| 32 | Corporate finance | 15.1 | 374.47 | 5,654.50 |
| 99 | Unsecured Creditors' Committee | 3.6 | 405.00 | 1,458.00 |
| 2026 | Travel time | 32.0 | 235.00 | 7,520.00 |
| | 15% discount | | | (15,773.48) |
| Total compensation | | 245.6 | \$363.94 | \$89,383.03 |
| Expenses incurred | | | | |
| | Airfare | | | \$1,995.80 |
| | Lodging | | | 3,996.64 |
| | Taxi and limousine | | | 911.87 |
| | Meals: Breakfast | | | 74.37 |
| | Meals: Lunch | | | 358.47 |
| | Meals: Dinner | | | 809.24 |
| | Parking, tolls and fuel | | | 270.75 |
| | Mileage | | | 66.26 |
| | Telecommunications | | | 18.35 |
| | Miscellaneous expense | | | 10.00 |
| Total expenses incurred | | | | \$8,511.75 |
| GRAND TOTAL, COMPENSATION AND EXPENSES | | | | \$97,894.77 |

Exhibit C

Compensation by Category and Professional

November 1, 2016 – November 30, 2016

In re TPP Acquisition, Inc. d/b/a The Picture People Case No. 16-33437-hdh-11
Debtor Reporting Period: November 1 - November 30, 2016

| Category code | Category description/Professional | Hours | Hourly rate | Total |
|-----------------------|-----------------------------------|--------------|-----------------|--------------------|
| Hourly compensation | | | | |
| 12 | Business operations | | | |
| | Stuart Noyes | 34.7 | \$625.00 | \$21,687.50 |
| | Bruce Meier | 47.6 | 500.00 | 23,800.00 |
| | Mason Hickman | 26.8 | 295.00 | 7,906.00 |
| | Barak Tulin | - | - | - |
| | 15% discount | | | (8,009.03) |
| | Subtotal | 109.1 | \$415.99 | \$45,384.48 |
| 13 | Case administration | | | |
| | Stuart Noyes | 29.9 | \$625.00 | \$18,687.50 |
| | Bruce Meier | 17.8 | 500.00 | 8,900.00 |
| | Mason Hickman | 29.4 | 295.00 | 8,673.00 |
| | Barak Tulin | 8.7 | 100.00 | 870.00 |
| | 15% discount | | | (5,569.58) |
| | Subtotal | 85.8 | \$367.84 | \$31,560.93 |
| 32 | Corporate finance | | | |
| | Stuart Noyes | 1.4 | \$625.00 | \$875.00 |
| | Bruce Meier | 3.6 | 500.00 | 1,800.00 |
| | Mason Hickman | 10.1 | 295.00 | 2,979.50 |
| | Barak Tulin | - | - | - |
| | 15% discount | | | (848.18) |
| | Subtotal | 15.1 | \$318.30 | \$4,806.33 |
| 99 | Unsecured Creditors' Committee | | | |
| | Stuart Noyes | 1.2 | \$625.00 | \$750.00 |
| | Bruce Meier | - | - | - |
| | Mason Hickman | 2.4 | 295.00 | 708.00 |
| | Barak Tulin | - | - | - |
| | 15% discount | | | (218.70) |
| | Subtotal | 3.6 | \$344.25 | \$1,239.30 |
| 2026 | Travel time | | | |
| | Stuart Noyes | 12.0 | \$312.50 | \$3,750.00 |
| | Bruce Meier | 8.0 | 250.00 | 2,000.00 |
| | Mason Hickman | 12.0 | 147.50 | 1,770.00 |
| | Barak Tulin | - | - | - |
| | 15% discount | | | (1,128.00) |
| | Subtotal | 32.0 | \$199.75 | \$6,392.00 |
| All categories | | | | |
| | Stuart Noyes | 79.2 | \$577.65 | \$45,750.00 |
| | Bruce Meier | 77.0 | 474.03 | 36,500.00 |
| | Mason Hickman | 80.7 | 273.07 | 22,036.50 |
| | Barak Tulin | 8.7 | 100.00 | 870.00 |
| | 15% discount | | | (15,773.48) |
| | TOTAL | 245.6 | \$363.94 | \$89,383.03 |

Exhibit D**Expenses Incurred by Category and Professional**

November 1, 2016 – November 30, 2016

In re TPP Acquisition, Inc. d/b/a The Picture People
DebtorCase No. 16-33437-hdh-11
Reporting Period: November 1 - November 30, 2016

| Category description | Stuart Noyes | Bruce Meier | Mason Hickman | Barak Tulin | TOTAL |
|-----------------------------|---------------------|--------------------|----------------------|--------------------|-------------------|
| Expenses incurred | | | | | |
| Airfare | \$672.20 | \$607.40 | \$716.20 | \$0.00 | \$1,995.80 |
| Lodging | 1,477.29 | 762.75 | 1,756.60 | - | 3,996.64 |
| Taxi and limousine | 566.28 | 277.28 | 68.31 | - | 911.87 |
| Meals: Breakfast | 6.30 | 55.25 | 12.82 | - | 74.37 |
| Meals: Lunch | 154.02 | 47.00 | 157.45 | - | 358.47 |
| Meals: Dinner | 476.56 | 291.64 | 41.04 | - | 809.24 |
| Parking, tolls and fuel | - | 212.75 | 58.00 | - | 270.75 |
| Mileage | - | 54.00 | 12.26 | - | 66.26 |
| Telecommunications | - | - | 18.35 | - | 18.35 |
| Miscellaneous expense | - | - | 10.00 | - | 10.00 |
| TOTAL | \$3,352.65 | \$2,308.07 | \$2,851.03 | \$0.00 | \$8,511.75 |