

**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 JANUARY 1, 2017 THROUGH JANUARY 31, 2017**

Winter Harbor LLC (“Winter Harbor”) hereby submits this monthly staffing report for the period January 1, 2017 through January 31, 2017, 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 \$46,674.35 for the provision of a Chief Restructuring Officer and additional personnel to the Debtor during said period, and incurred zero 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****January 1, 2017 – January 31, 2017****In re TPP Acquisition, Inc. d/b/a The Picture People
Debtor****Case No. 16-33437-hdh-11
Reporting Period: January 1 - January 31, 2017**

Professional	Function	Hours	Hourly rate	Total
Base time				
Stuart Noyes	Chief Restructuring Officer	22.1	\$625.00	\$13,812.50
Bruce Meier	Additional Personnel	67.7	500.00	33,850.00
Mason Hickman	Additional Personnel	24.3	295.00	7,168.50
Barak Tulin	Additional Personnel	0.8	100.00	80.00
	15% discount			(8,236.65)
Subtotal base time		114.9	\$406.22	\$46,674.35
Travel time at 50% of base rates				
Stuart Noyes	Chief Restructuring Officer	-	\$312.50	\$0.00
Bruce Meier	Additional Personnel	-	250.00	-
Mason Hickman	Additional Personnel	-	147.50	-
Barak Tulin	Additional Personnel	-	50.00	-
	15% discount			-
Subtotal travel time at 50% of base rates		-	\$0.00	\$0.00
Total compensation		114.9	\$406.22	\$46,674.35
Expenses incurred				
Stuart Noyes	Chief Restructuring Officer			\$0.00
Bruce Meier	Additional Personnel			-
Mason Hickman	Additional Personnel			-
Barak Tulin	Additional Personnel			-
Total expenses incurred				\$0.00
GRAND TOTAL, COMPENSATION AND EXPENSES				\$46,674.35

Exhibit B**Compensation and Expenses Incurred by Category****January 1, 2017 – January 31, 2017**In re TPP Acquisition, Inc. d/b/a The Picture People
Debtor

Case No. 16-33437-hdh-11

Reporting Period: January 1 - January 31, 2017

Category code	Category description	Hours	Hourly rate	Total
Hourly compensation				
12	Business operations	19.5	295.00	5,752.50
13	Case administration	85.8	522.06	44,792.50
17	Financing	-	-	-
32	Corporate finance	4.8	295.00	1,416.00
99	Unsecured Creditors' Committee	4.8	614.58	2,950.00
	15% discount			(8,236.65)
Total compensation		114.9	\$406.22	\$46,674.35
Expenses incurred				
Total expenses incurred				\$0.00
GRAND TOTAL, COMPENSATION AND EXPENSES				\$46,674.35

Exhibit C

Compensation by Category and Professional

January 1, 2017 – January 31, 2017

In re TPP Acquisition, Inc. d/b/a The Picture People Case No. 16-33437-hdh-11
 Debtor Reporting Period: January 1 - January 31, 2017

Category code	Category description/Professional	Hours	Hourly rate	Total
Hourly compensation				
12	Business operations			
	Stuart Noyes	-	\$0.00	\$0.00
	Bruce Meier	-	-	-
	Mason Hickman	19.5	295.00	5,752.50
	Barak Tulin	-	-	-
	15% discount			(862.88)
	Subtotal	19.5	\$250.75	\$4,889.63
13	Case administration			
	Stuart Noyes	17.7	\$625.00	\$11,062.50
	Bruce Meier	67.3	500.00	33,650.00
	Mason Hickman	-	-	-
	Barak Tulin	0.8	100.00	80.00
	15% discount			(6,718.88)
	Subtotal	85.8	\$443.75	\$38,073.63
17	Financing			
	Stuart Noyes	-	\$0.00	\$0.00
	Bruce Meier	-	-	-
	Mason Hickman	-	-	-
	Barak Tulin	-	-	-
	15% discount			-
	Subtotal	-	\$0.00	\$0.00
32	Corporate finance			
	Stuart Noyes	-	\$0.00	\$0.00
	Bruce Meier	-	-	-
	Mason Hickman	4.8	295.00	1,416.00
	Barak Tulin	-	-	-
	15% discount			(212.40)
	Subtotal	4.8	\$250.75	\$1,203.60
99	Unsecured Creditors' Committee			
	Stuart Noyes	4.4	\$625.00	\$2,750.00
	Bruce Meier	0.4	500.00	200.00
	Mason Hickman	-	-	-
	Barak Tulin	-	-	-
	15% discount			(442.50)
	Subtotal	4.8	\$522.40	\$2,507.50
	All categories			
	Stuart Noyes	22.1	\$625.00	\$13,812.50
	Bruce Meier	67.7	500.00	33,850.00
	Mason Hickman	24.3	295.00	7,168.50
	Barak Tulin	0.8	100.00	80.00
	15% discount			(8,236.65)
	TOTAL	114.9	\$406.22	\$46,674.35

Exhibit D

Expenses Incurred by Category and Professional

January 1, 2017 – January 31, 2017

None