

**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 February 1, 2017 through February 28, 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 \$18,697.88 for the provision of a Chief Restructuring Officer and additional personnel to the Debtor during said period, and incurred \$2,126.69 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****February 1, 2017 – February 28, 2017****In re TPP Acquisition, Inc. d/b/a The Picture People
Debtor****Case No. 16-33437-hdh-11
Reporting Period: February 1 - February 28, 2017**

Professional	Function	Hours	Hourly rate	Total
Base time				
Stuart Noyes	Chief Restructuring Officer	22.6	\$625.00	\$14,125.00
Bruce Meier	Additional Personnel	12.2	500.00	6,100.00
Mason Hickman	Additional Personnel	5.5	295.00	1,622.50
Steven Sadowski Jr.	Additional Personnel	1.5	100.00	150.00
	15% discount			(3,299.63)
Subtotal base time		41.8	\$447.32	\$18,697.88
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	-
Steven Sadowski Jr.	Additional Personnel	-	50.00	-
	15% discount			-
Subtotal travel time at 50% of base rates		-	\$0.00	\$0.00
Total compensation		41.8	\$447.32	\$18,697.88
Expenses incurred				
Stuart Noyes	Chief Restructuring Officer			\$2,126.69
Bruce Meier	Additional Personnel			-
Mason Hickman	Additional Personnel			-
Steven Sadowski Jr.	Additional Personnel			-
Total expenses incurred				\$2,126.69
GRAND TOTAL, COMPENSATION AND EXPENSES				\$20,824.57

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

February 1, 2017 – February 28, 2017

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

Case No. 16-33437-hdh-11

Reporting Period: February 1 - February 28, 2017

Category code	Category description	Hours	Hourly rate	Total
Hourly compensation				
12	Business operations	4.9	295.00	1,445.50
13	Case administration	35.4	561.09	19,862.50
17	Financing	-	-	-
32	Corporate finance	0.6	295.00	177.00
99	Unsecured Creditors' Committee	0.9	569.44	512.50
	15% discount			(3,299.63)
Total compensation		41.8	\$447.32	\$18,697.88
Expenses incurred				
Total expenses incurred				\$2,126.69
GRAND TOTAL, COMPENSATION AND EXPENSES				\$20,824.57

Exhibit C

Compensation by Category and Professional

February 1, 2017 – February 28, 2017

In re TPP Acquisition, Inc. d/b/a The Picture People Case No. 16-33437-hdh-11
 Debtor Reporting Period: February 1 - February 28, 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	4.9	295.00	1,445.50
	Steven Sadowski Jr.	-	-	-
	15% discount			(216.83)
	Subtotal	4.9	\$250.75	\$1,228.68
13	Case administration			
	Stuart Noyes	22.1	\$625.00	\$13,812.50
	Bruce Meier	11.8	500.00	5,900.00
	Mason Hickman	-	-	-
	Steven Sadowski Jr.	1.5	100.00	150.00
	15% discount			(2,979.38)
	Subtotal	35.4	\$476.92	\$16,883.13
17	Financing			
	Stuart Noyes	-	\$0.00	\$0.00
	Bruce Meier	-	-	-
	Mason Hickman	-	-	-
	Steven Sadowski Jr.	-	-	-
	15% discount			-
	Subtotal	-	\$0.00	\$0.00
32	Corporate finance			
	Stuart Noyes	-	\$0.00	\$0.00
	Bruce Meier	-	-	-
	Mason Hickman	0.6	295.00	177.00
	Steven Sadowski Jr.	-	-	-
	15% discount			(26.55)
	Subtotal	0.6	\$250.75	\$150.45
99	Unsecured Creditors' Committee			
	Stuart Noyes	0.5	\$625.00	\$312.50
	Bruce Meier	0.4	500.00	200.00
	Mason Hickman	-	-	-
	Steven Sadowski Jr.	-	-	-
	15% discount			(76.88)
	Subtotal	0.9	\$484.03	\$435.63
	All categories			
	Stuart Noyes	22.6	\$625.00	\$14,125.00
	Bruce Meier	12.2	500.00	6,100.00
	Mason Hickman	5.5	295.00	1,622.50
	Steven Sadowski Jr.	1.5	100.00	150.00
	15% discount			(3,299.63)
	TOTAL	41.8	\$447.32	\$18,697.88

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

February 1, 2017 – February, 2017

In re TPP Acquisition, Inc. d/b/a The Picture People
DebtorCase No. 16-33437-hdh-11
Reporting Period: February 1 - February 28, 2017

Category description	Stuart Noyes	Bruce Meier	Mason Hickman	Steven Sadowski Jr.	TOTAL
Expenses incurred					
Airfare	\$1,283.60	\$0.00	\$0.00	\$0.00	\$1,283.60
Lodging	-	-	-	-	-
Taxi and limousine	472.89	-	-	-	472.89
Train and bus	-	-	-	-	-
Meals: Breakfast	370.20	-	-	-	370.20
Meals: Lunch	-	-	-	-	-
Meals: Dinner	-	-	-	-	-
Car rental	-	-	-	-	-
Parking, tolls and fuel	-	-	-	-	-
Mileage	-	-	-	-	-
Supplies, postage and delivery	-	-	-	-	-
Telecommunications	-	-	-	-	-
Entertainment	-	-	-	-	-
Miscellaneous expense	-	-	-	-	-
TOTAL	\$2,126.69	\$0.00	\$0.00	\$0.00	\$2,126.69