

**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 March 1, 2017 THROUGH March 31, 2017**

Winter Harbor LLC (“Winter Harbor”) hereby submits this monthly staffing report for the period March 1, 2017 through March 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 \$22,523.30 for the provision of a Chief Restructuring Officer and additional personnel to the Debtor during said period, and incurred \$1,666.74 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****March 1, 2017 – March 31, 2017****In re TPP Acquisition, Inc. d/b/a The Picture People
Debtor****Case No. 16-33437-hdh-11
Reporting Period: March 1 - March 31, 2017**

Professional	Function	Hours	Hourly rate	Total
Base time				
Stuart Noyes	Chief Restructuring Officer	24.0	\$625.00	\$15,000.00
Bruce Meier	Additional Personnel	8.8	500.00	4,400.00
Mason Hickman	Additional Personnel	7.9	295.00	2,330.50
Steven Sadowski Jr.	Additional Personnel	5.5	241.82	1,330.00
	15% discount			(3,459.07)
Subtotal base time		46.2	\$424.27	\$19,601.42
Travel time at 50% of base rates				
Stuart Noyes	Chief Restructuring Officer	11.0	\$312.50	\$3,437.50
Bruce Meier	Additional Personnel	-	250.00	-
Mason Hickman	Additional Personnel	-	147.50	-
Steven Sadowski Jr.	Additional Personnel	-	98.75	-
	15% discount			(515.63)
Subtotal travel time at 50% of base rates		11.0	\$265.63	\$2,921.88
Total compensation		57.2	\$393.76	\$22,523.30
Expenses incurred				
Stuart Noyes	Chief Restructuring Officer			\$1,666.74
Bruce Meier	Additional Personnel			-
Mason Hickman	Additional Personnel			-
Steven Sadowski Jr.	Additional Personnel			-
Total expenses incurred				\$1,666.74
GRAND TOTAL, COMPENSATION AND EXPENSES				\$24,190.04

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

March 1, 2017 – March 31, 2017

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

Category code	Category description	Hours	Hourly rate	Total
Hourly compensation				
12	Business operations	7.9	295.00	2,330.50
13	Case administration	38.3	541.25	20,730.00
17	Financing	-	-	-
32	Corporate finance	-	-	-
99	Unsecured Creditors' Committee	-	-	-
	15% discount			(4,490.33)
Total compensation		57.2	\$393.76	\$22,523.30
Expenses incurred				
Total expenses incurred				\$1,666.74
GRAND TOTAL, COMPENSATION AND EXPENSES				\$24,190.04

Exhibit C

Compensation by Category and Professional

March 1, 2017 – March 31, 2017

In re TPP Acquisition, Inc. d/b/a The Picture People Case No. 16-33437-hdh-11
 Debtor Reporting Period: March 1 - March 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	7.9	295.00	2,330.50
	Steven Sadowski Jr.	-	-	-
	15% discount			(349.58)
	Subtotal	7.9	\$250.75	\$1,980.93
13	Case administration			
	Stuart Noyes	24.0	\$625.00	\$15,000.00
	Bruce Meier	8.8	500.00	4,400.00
	Mason Hickman	-	-	-
	Steven Sadowski Jr.	5.5	241.82	1,330.00
	15% discount			(3,109.50)
	Subtotal	38.3	\$460.07	\$17,620.50
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	-	-	-
	Steven Sadowski Jr.	-	-	-
	15% discount			-
	Subtotal	-	\$0.00	\$0.00
99	Unsecured Creditors' Committee			
	Stuart Noyes	-	\$0.00	\$0.00
	Bruce Meier	-	-	-
	Mason Hickman	-	-	-
	Steven Sadowski Jr.	-	-	-
	15% discount			-
	Subtotal	-	\$0.00	\$0.00
	All categories			
	Stuart Noyes	35.0	\$526.79	\$18,437.50
	Bruce Meier	8.8	500.00	4,400.00
	Mason Hickman	7.9	295.00	2,330.50
	Steven Sadowski Jr.	5.5	241.82	1,330.00
	15% discount			(3,974.70)
	TOTAL	57.2	\$393.76	\$22,523.30

Exhibit D**Expenses Incurred by Category and Professional****March 1, 2017 – March 31, 2017**In re TPP Acquisition, Inc. d/b/a The Picture People
DebtorCase No. 16-33437-hdh-11
Reporting Period: March 1 - March 31, 2017

Category description	Stuart Noyes	Bruce Meier	Mason Hickman	Steven Sadowski Jr.	TOTAL
Expenses incurred					
Airfare	\$1,024.10	\$0.00	\$0.00	\$0.00	\$1,024.10
Lodging	-	-	-	-	-
Taxi and limousine	188.94	-	-	-	188.94
Train and bus	-	-	-	-	-
Meals: Breakfast	9.01	-	-	-	9.01
Meals: Lunch	-	-	-	-	-
Meals: Dinner	349.01	-	-	-	349.01
Car rental	-	-	-	-	-
Parking, tolls and fuel	63.80	-	-	-	63.80
Mileage	-	-	-	-	-
Supplies, postage and delivery	26.88	-	-	-	26.88
Telecommunications	-	-	-	-	-
Entertainment	-	-	-	-	-
Miscellaneous expense	5.00	-	-	-	5.00
TOTAL	\$1,666.74	\$0.00	\$0.00	\$0.00	\$1,666.74