

**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 MAY 1, 2017 THROUGH MAY 25, 2017**

Winter Harbor LLC (“Winter Harbor”) hereby submits this monthly staffing report for the period May 1, 2017 through May 25, 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. 220. Winter Harbor earned compensation for this period of \$10,372.13 for the provision of a Chief Restructuring Officer and additional personnel to the Debtor during said period, and incurred \$(493.40) 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****May 1, 2017 – May 25, 2017****In re TPP Acquisition, Inc. d/b/a The Picture People
Debtor****Case No. 16-33437-hdh-11
Reporting Period: May 1 - May 25, 2017**

Professional	Function	Hours	Hourly rate	Total
Base time				
Stuart Noyes	Chief Restructuring Officer	11.5	\$625.00	\$7,187.50
Bruce Meier	Additional Personnel	-	500.00	-
Mason Hickman	Additional Personnel	-	295.00	-
Steven Sadowski Jr.	Additional Personnel	17.0	295.00	5,015.00
	15% discount			(1,830.38)
Subtotal base time		28.5	\$363.93	\$10,372.13
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		28.5	\$363.93	\$10,372.13
Expenses incurred				
Stuart Noyes	Chief Restructuring Officer			(\$493.40)
Bruce Meier	Additional Personnel			-
Mason Hickman	Additional Personnel			-
Steven Sadowski Jr.	Additional Personnel			-
Total expenses incurred				(\$493.40)
GRAND TOTAL, COMPENSATION AND EXPENSES				\$9,878.73

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

May 1, 2017 – May 25, 2017

In re TPP Acquisition, Inc. d/b/a The Picture People
DebtorCase No. 16-33437-hdh-11
Reporting Period: May 1 - May 25, 2017

Category code	Category description	Hours	Hourly rate	Total
Hourly compensation				
12	Business operations	-	-	-
13	Case administration	25.0	400.60	10,015.00
17	Financing	-	-	-
32	Corporate finance	-	-	-
99	Unsecured Creditors' Committee 15% discount	3.5	625.00	2,187.50 (1,830.38)
Total compensation		28.5	\$363.93	\$10,372.13
Expenses incurred				
Total expenses incurred				(\$493.40)
GRAND TOTAL, COMPENSATION AND EXPENSES				\$9,878.73

Exhibit C

Compensation by Category and Professional

May 1, 2017 – May 25, 2017

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

Case No. 16-33437-hdh-11
Reporting Period: May 1 - May 25, 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	-	-	-
	Steven Sadowski Jr.	-	-	-
	15% discount			-
	Subtotal	-	\$0.00	\$0.00
13	Case administration			
	Stuart Noyes	8.0	\$625.00	\$5,000.00
	Bruce Meier	-	-	-
	Mason Hickman	-	-	-
	Steven Sadowski Jr.	17.0	295.00	5,015.00
	15% discount			(1,502.25)
	Subtotal	25.0	\$340.51	\$8,512.75
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	3.5	\$625.00	\$2,187.50
	Bruce Meier	-	-	-
	Mason Hickman	-	-	-
	Steven Sadowski Jr.	-	-	-
	15% discount			(328.13)
	Subtotal	3.5	\$531.25	\$1,859.38
	All categories			
	Stuart Noyes	11.5	\$625.00	\$7,187.50
	Bruce Meier	-	-	-
	Mason Hickman	-	-	-
	Steven Sadowski Jr.	17.0	295.00	5,015.00
	15% discount			(1,830.38)
	TOTAL	28.5	\$363.93	\$10,372.13

Exhibit D**Expenses Incurred by Category and Professional****May 1, 2017 – May 25, 2017**In re TPP Acquisition, Inc. d/b/a The Picture People
DebtorCase No. 16-33437-hdh-11
Reporting Period: May 1 - May 25, 2017

Category description	Stuart Noyes	Bruce Meier	Mason Hickman	Steven Sadowski Jr.	TOTAL
Expenses incurred					
Airfare	(\$493.40)	\$0.00	\$0.00	\$0.00	(\$493.40)
Lodging	-	-	-	-	-
Taxi and limousine	-	-	-	-	-
Train and bus	-	-	-	-	-
Meals: Breakfast	-	-	-	-	-
Meals: Lunch	-	-	-	-	-
Meals: Dinner	-	-	-	-	-
Car rental	-	-	-	-	-
Parking, tolls and fuel	-	-	-	-	-
Mileage	-	-	-	-	-
Supplies, postage and delivery	-	-	-	-	-
Telecommunications	-	-	-	-	-
Entertainment	-	-	-	-	-
Miscellaneous expense	-	-	-	-	-
TOTAL	(\$493.40)	\$0.00	\$0.00	\$0.00	(\$493.40)