

**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.)

**QUARTERLY STAFFING REPORT BY WINTER HARBOR LLC
FOR THE PERIOD OF APRIL 1, 2017 THROUGH MAY 25, 2017**

Winter Harbor LLC (“Winter Harbor”) hereby submits this quarterly staffing report for the period of April 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 \$32,176.75 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 – Summary of Fees by Professional
- Exhibit B – Summary of Time Charges under Each Task Category
- Exhibit C – Detailed Time Entry by Task Category
- Exhibit D – Detailed Expenses by Category



Exhibit A**Summary of Fees by Professional****April 1, 2017 – May 25, 2017**In re TPP Acquisition, Inc. d/b/a The Picture People
DebtorCase No. 16-33437-hdh-11
Reporting Period: April 1, 2017 - May 25, 2017

Professional	Function		Hours	Hourly rate	Total
Base time					
Stuart Noyes	Chief Restructuring Officer	April	13.0	\$ 625.00	\$ 8,125.00
Stuart Noyes	Chief Restructuring Officer	May	11.5	625.00	7,187.50
Bruce Meier	Additional Personnel	April	8.8	500.00	4,400.00
Bruce Meier	Additional Personnel	May	-	500.00	-
Mason Hickman	Additional Personnel	April	5.5	295.00	1,622.50
Mason Hickman	Additional Personnel	May	-	295.00	-
Steven Sadowski Jr.	Additional Personnel	April	39.0	295.00	11,505.00
Steven Sadowski Jr.	Additional Personnel	May	17.0	295.00	5,015.00
	15% discount				(5,678.25)
Subtotal base time			94.8	\$339.42	\$32,176.75
Travel time at 50% of base rates					
Stuart Noyes	Chief Restructuring Officer	April	0.0	\$ 312.50	-
Stuart Noyes	Chief Restructuring Officer	May	0.0	312.50	-
Bruce Meier	Additional Personnel	April	0.0	250.00	-
Bruce Meier	Additional Personnel	May	0.0	250.00	-
Mason Hickman	Additional Personnel	April	0.0	147.50	-
Mason Hickman	Additional Personnel	May	0.0	147.50	-
Steven Sadowski Jr.	Additional Personnel	April	0.0	147.50	-
Steven Sadowski Jr.	Additional Personnel	May	0.0	147.50	-
	15% discount				-
Subtotal Travel Time			-	\$0.00	\$0.00
GRAND TOTAL, COMPENSATION AND EXPENSES					\$32,176.75

Exhibit B**Summary of Time Charges under Each Task Category**

April 1, 2017 – May 25, 2017

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

Category code	Category description	Hours	Hourly rate	Total
Hourly compensation				
12	Business operations			
	April	5.5	295.00	1,622.50
	May	0.0	-	-
13	Case administration			
	April	57.7	382.89	22,092.50
	May	25.0	400.60	10,015.00
32	Corporate finance			
	April	0.0	-	-
	May	0.0	-	-
99	Unsecured Creditors' Committee			
	April	3.1	625.00	1,937.50
	May	3.5	625.00	2,187.50
2026	Travel time			
	April	-	-	-
	May	-	-	-
	15% discount			(5,678.25)
Total Compensation		94.8	\$339.42	\$32,176.75
GRAND TOTAL, COMPENSATION AND EXPENSES				\$32,176.75

Exhibit C

Detailed Time Entry by Task Category

April 1, 2017 – May 25, 2017

Professional	Date	Total time	Business Operations	
			Category	Detailed description
Mason Hickman	4/4/17	0.2	Business operations	Call w/ Emerald Capital
Mason Hickman	4/4/17	0.3	Business operations	Review of Bruce's Emails and D&O Coverage Emails
Mason Hickman	4/6/17	0.2	Business operations	Call w/ Steve re: MOR Reports
Mason Hickman	4/6/17	0.4	Business operations	Answering Steve's questions for MOR
Mason Hickman	4/12/17	0.5	Business operations	Call w/ Jarom re: winddown budget
Mason Hickman	4/13/17	0.2	Business operations	Call w/ S. Sadowski re: MORs
Mason Hickman	4/14/17	0.6	Business operations	Call w/ HB, WH team
Mason Hickman	4/14/17	0.6	Business operations	Call w/ B. Meier and S. Sadowski and follow-ups
Mason Hickman	4/14/17	1.8	Business operations	Updates to wind-down estimate and emails
Mason Hickman	4/17/17	0.3	Business operations	Review of TPP letters to Committee
Mason Hickman	4/18/17	0.4	Business operations	Calls w /S. Sadowski re: MOR
	Total	5.5		

Case Administration

Professional	Date	Total time	Category	Detailed description
Bruce Meier	4/4/17	0.6	Case administration	Call with John Madden to transition information of Debtor for wind-down.
Stuart Noyes	4/4/17	1.5	Case administration	tax filings, reviewed court docs & filings, prep & call with Counsel
Stuart Noyes	4/4/17	1.5	Case administration	Admin
Bruce Meier	4/5/17	0.7	Case administration	Preparing information and e-mail for John Madden for transition of information for wind-down.
Stuart Noyes	4/5/17	0.2	Case administration	Admin
Stuart Noyes	4/6/17	0.7	Case administration	Admin
Steven Sadowski Jr.	4/6/17	5.0	Case administration	November MOR Report
Bruce Meier	4/7/17	0.3	Case administration	Follow-up call with John Madden to transition information for wind-down.
Bruce Meier	4/7/17	3.5	Case administration	TPP Nov, Dec., etc. Mor review, edit, and additional research points.
Stuart Noyes	4/7/17	1.0	Case administration	Admin
Steven Sadowski Jr.	4/7/17	7.0	Case administration	December, January, February, March MOR Report
Steven Sadowski Jr.	4/10/17	4.0	Case administration	November MOR Report
Bruce Meier	4/11/17	1.9	Case administration	Reviewing and making edits for MOR for Nov., Dec., Jan., Feb. and March.
Steven Sadowski Jr.	4/11/17	4.0	Case administration	December, January, February, March MOR Report
Bruce Meier	4/12/17	0.7	Case administration	Additional review and making edits for MOR for Nov., Dec., Jan., Feb. and March.
Stuart Noyes	4/12/17	3.5	Case administration	admin, multiple calls with counsel on WD budget and next steps, review MOR's
Steven Sadowski Jr.	4/12/17	4.0	Case administration	November, December, January, February, March MOR Report
Bruce Meier	4/13/17	0.6	Case administration	Additional review and making edits for MOR for Nov., Dec., Jan., Feb. and March.
Steven Sadowski Jr.	4/13/17	6.0	Case administration	November, December, January, February, March MOR Report
Bruce Meier	4/14/17	0.5	Case administration	Additional review and making edits, and call with HB for legal review, for MOR for Nov., Dec., Jan., Feb. and March.
Steven Sadowski Jr.	4/14/17	6.0	Case administration	November, December, January, February, March MOR Report
Stuart Noyes	4/19/17	1.5	Case administration	admin, review letter to UCC and Lender
Steven Sadowski Jr.	4/19/17	3.0	Case administration	November, December, January, February, March MOR Report
Stuart Noyes	5/2/17	2.0	Case administration	Admin/Followup
Steven Sadowski Jr.	5/5/17	2.0	Case administration	April MOR
Stuart Noyes	5/9/17	2.5	Case administration	Admin/Followup
Steven Sadowski Jr.	5/13/17	3.0	Case administration	Monthly/Quarterly Staffing Reports
Steven Sadowski Jr.	5/14/17	6.0	Case administration	Monthly/Quarterly Staffing Reports
Stuart Noyes	5/16/17	3.5	Case administration	Admin/Followup
Steven Sadowski Jr.	5/23/17	6.0	Case administration	Monthly/Quarterly Staffing Reports
	Total	82.7		

Unsecured Creditors' Committee

Professional	Date	Total time	Category	Detailed description
Stuart Noyes	4/3/17	1.1	Unsecured Creditors' Committee	Prep and Internal call, Call with Liq Trustee
Stuart Noyes	4/4/17	2.0	Unsecured Creditors' Committee	prep & call with UCC, prep and call with Liq Trustee and admin, internal calls
Stuart Noyes	5/23/17	3.5	Unsecured Creditors' Committee	Admin/Followup/Confirmation Related Work
	Total	6.6		

Exhibit D

Detailed Expenses by Category

April 1, 2017 – May 25, 2017

Airfare

Professional	Date	Total cost	Category	Detailed description
Stuart Noyes	5/9/17	(493.40)	Airfare	Airfare Reimbursement Credit
	Total	(493.40)		