



CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed June 21, 2019


United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS**

In re:	§	
	§	Chapter 11
TPP ACQUISITION, INC., d/b/a The Picture	§	
People,	§	Case No. 16-33437-HDH-11
	§	
Debtor.	§	

**ORDER APPROVING AND AUTHORIZING THE FINAL WIND-DOWN
RESERVE ACCOUNTING**

Upon consideration of the *Notice of Filing of Final Wind-Down Reserve Accounting* [D.N. 662] (the “Notice”) filed by the Liquidation Trustee for the Liquidation Trustee for TPP Acquisition, Inc. (the “Trustee”) and *Monroe Capital Management Advisors, LLC’s Objection Concerning Liquidation Trust’s Final Wind-Down Reserve Accounting* [D.N. 665] (the “Objection to Notice”) filed by the Monroe Claimants (as defined in the Objection to Notice); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and



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1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Objection in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Trustee having provided appropriate notice of the Notice and the opportunity for a hearing on the Notice under the circumstances and that no other or further notice is required; the Trustee and the Monroe Claimants having consensually resolved any and all disputes regarding the Notice and Objection to Notice, which resolution is memorialized in this Order; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Notice is hereby approved as modified by this Order.
2. The Trustee is hereby authorized to use, distribute, and retain Wind-Down Cash (as applied in the Notice) pursuant to the Notice, except as modified by this Order.
3. The Trustee shall pay to the Monroe Claimants \$75,000 within ten (10) business days of the entry of this Order (the "Final Payment").
4. Trustee's making of the Final Payment pursuant to this Order shall be in full and final satisfaction of any rights, claims, or interests of the Monroe Claimants against the Debtor,¹ the Committee, the Liquidation Trustee, the Liquidation Trust Committee, and each of their respective members, advisors or attorneys, or against the Debtors' Estate or the Liquidation Trust Assets, in each case in any way related to the Debtor or the above-captioned bankruptcy proceeding, including but not limited to under (i) the Plan, (ii) the *Order (I) Finally Approving Second Amended Disclosure Statement and (II) Confirming Second Amended Joint Chapter 11*

¹ Capitalized terms not otherwise defined herein shall have the meanings afforded to them in them in *The Debtor's and Official Committee of Unsecured Creditors' Second Amended Joint Plan of Liquidation for TPP Acquisition, Inc. d/b/a The Picture People Under Chapter 11 of the United States Code (Final Version)* (the "Plan").

Plan of Liquidation of the Debtor and the Committee Under Chapter 11 of the Bankruptcy Code [D.I. 548], (iii) the *Order Resolving Notice of Filing of Wind-Down Reserve Accounting and the Liquidation Trustee's Motion to Enforce Confirmation Order as to the Monroe Claimants* [D.I. 653], (iv) the TPP Sale Order, or (v) the DIP Order.

5. Notwithstanding anything herein to the contrary, the releases provided in this Order shall not release any rights, claims, or causes of action the Monroe Claimants have or may have against Blackstreet Capital Management LLC, TPP Acquisition Holdings, LLC, BCP II Picture People, LLC, BCA II Picture People, LLC, Murry Gunty or Lawrence Berger, including but not limited to the claims currently pending in Cook County, Illinois as case number 18 L 5272. Moreover, the releases provided in this Order shall also not release any avoidance action acquired by the Monroe Claimants pursuant to the Amended and Restated Asset Purchase Agreement, dated September 29, 2016, by and among Monroe Capital Partners Fund LP and Monroe Capital Corporation, as purchaser, and TPP Acquisition, Inc., as seller.

6. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

End of Order

Agreed to:

/s/Olivia Adendorff

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-and-

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