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PROPOSED ATTORNEYS FOR DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN 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. §

**DEBTOR’S EXPEDITED FIRST OMNIBUS MOTION TO REJECT CERTAIN
UNEXPIRED REAL PROPERTY LEASES PURSUANT TO BANKRUPTCY CODE
§ 365 AND BANKRUPTCY RULE 6006 NUNC PRO TUNC TO THE PETITION DATE**

**IF YOU HAVE RECEIVED THIS MOTION AND ARE A LESSOR OF
THE DEBTOR, PLEASE REVIEW EXHIBIT A, ATTACHED HERETO,
TO DETERMINE IF THIS MOTION AFFECTS YOUR RIGHTS
THEREUNDER.**

**AN EXPEDITED HEARING HAS BEEN REQUESTED ON THIS
MATTER. IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST
RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH
PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED
BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE
CLERK OF THE BANKRUPTCY COURT PRIOR TO THE HEARING
DATE. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE
PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT
MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE
RELIEF REQUESTED.**



TPP Acquisition, Inc. d/b/a The Picture People (“TPP” or the “Debtor”), hereby files its *Expedited First Omnibus Motion to Reject Certain Unexpired Real Property Leases Pursuant to Bankruptcy Code § 365 and Bankruptcy Rule 6006 Nunc Pro Tunc to the Petition Date* (the “Motion”), and in support thereof would respectfully show the Court as follows:

Jurisdiction

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. The Motion constitutes a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. To preserve the value of its assets and restructure its financial affairs, on September 2, 2016 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) commencing the above captioned case (the “Chapter 11 Case”). The Debtor continues to manage and operate its business as a debtor-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108.

3. To date, no official committee of unsecured creditors, equity interest holders, or other parties in interest has been appointed in the Case.

4. A detailed description of the Debtor and its business, and the facts and circumstances supporting the Motion and the Debtor’s Chapter 11 Case are set forth in greater detail in the *Statement of Background Information and Declaration of Stuart Noyes, Chief Restructuring Officer of TPP Acquisition, Inc. d/b/a The Picture People in Support of Debtor’s Chapter 11 Petition and First-Day Motions* (the “First Day Declaration”), filed contemporaneously herewith and incorporated herein by reference.

5. Through this Motion the Debtor is seeking to reject the unexpired leases identified on **Exhibit A**, attached hereto (the “Leases”), relating to 67 mall-based studios that have underperformed and/or otherwise generated losses for the Debtor (the “Rejected Store Locations”). Prior to the Petition Date, the Debtor either closed or was locked out of all the Rejected Store Locations.

6. On August 30, 2016, the Debtor sent notices to each of the landlords at the Rejected Store Locations informing the landlords that as of August 31, 2016 or such earlier date as might be applicable, the Debtor had vacated the premises at each of the Rejected Store Locations and was surrendering possession of each of the Rejected Store Locations (each a “Surrender Notice”).

Relief Requested

7. By this Motion, the Debtor seeks an order rejecting the Leases pursuant to Bankruptcy Code § 365, effective *nunc pro tunc* to Petition Date.

Basis for Relief Requested

A. Rejection of the Leases is Justified

8. Bankruptcy Code § 365(a) provides, in pertinent part, as follows: “the trustee, subject to the court’s approval, may assume or reject any executory contract or unexpired lease of the debtor.” 11 U.S.C. § 365(a). Rejection under § 365 is generally intended to enable a debtor to relieve itself and the bankruptcy estate from burdensome and unprofitable contracts and leases in order to preserve and maximize the value of the bankruptcy estate. *See Stewart Title Gaur. Co. v. Old Rep. Nat’l Ins. Co.*, 83 F.3d 735, 741 (5th Cir. 1996) (noting that section 365 “allows a trustee to relieve the bankruptcy estate of burdensome agreements which have not been completely performed.”) (citation omitted). Bankruptcy courts use the business judgment

standard to determine whether to approve a lease or contract rejection. *See Richmond Leasing Co. v. Capital Bank, N.A.*, 762 F.2d 1303, 1309 (5th Cir. 1985) (quoting *Group of Institutional Investors v. Chicago, Milwaukee, St. Paul & Pac. R.R. Co.*, 318 U.S. 523, 550 (1943)) (“It is well established that ‘the question whether a lease should be rejected . . . is one of business judgment.’”).

9. In the sound exercise of its business judgment, the Debtor has determined that rejecting the Leases is in the best interests of its estate and creditors. Rejection of the Leases and closure of the Debtor’s stores at each rejected Lease location is central to the Debtor’s effort to return its business to profitability. For each of the Leases, the Debtor has (i) been evicted from the Rejected Store Location and has determined that the Lease may have been terminated or that it would be otherwise unduly burdensome to re-enter the premises and/or (ii) carefully reviewed the revenues generated and expenses incurred at the Rejected Store Locations and determined that the stores are unprofitable. The Rejected Store Locations are not necessary to the Debtor’s business and are a drain on the Debtor’s resources.

10. Rule 6006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) allows a debtor to file an omnibus motion to reject multiple executory contracts or unexpired leases. FED. R. BANKR. P. 6006(f). Such an omnibus motion to reject multiple contracts and leases must (1) conspicuously state the parties subject to the rejection, (2) list such parties alphabetically and identify their contract or leases, (3) be numbered consecutively with other omnibus motions, and (4) be limited to no more than 100 executory contracts or unexpired leases. FED. R. BANKR. P. 6006(f). The Debtor has listed the parties that are subject to this Motion in Exhibit A and those parties are listed alphabetically. This Motion is numbered

consecutively and no more than 100 contracts are listed for rejection herein. The Debtor submits that it has satisfied the requirements of Bankruptcy Rule 6006.

B. Rejection of the Leases *Nunc Pro Tunc* to the Petition Date is Appropriate

11. The Debtor requests that the rejection of the Leases be applied retroactively to the Petition Date. There is substantial authority permitting a rejection retroactive to the later date of the date the motion seeking rejection is filed and the date the lease space is vacated. *See In re Cafeteria Operators, L.P.*, 299 B.R. 384 (Bankr. N.D. Tex. 2003) (approving rejection of closed restaurants retroactively to the later of the date the motion to reject was filed or the date the leased space was vacated); *In re Amber's Stores, Inc.*, 193 B.R. 819, 827 (Bankr. N.D. Tex. 1996) (“nothing precludes a bankruptcy court, based on the equities of the case, from approving the trustee’s rejection of a non-residential real property lease retroactively to an earlier date.”); *see also In re At Home Corp.*, 392 F.3d 1064, 1071 (9th Cir. 2004), *cert. denied*, 546 U.S. 814 (2005) (holding that a bankruptcy court, in exercising its equitable powers, may approve the retroactive rejection of a non-residential real property lease; lease was rejected retroactively to date motion was filed where debtor never had possession of leased premises); *In re Thinking Machs. Corp.*, 67 F.3d 1021, 1028-1029 (1st Cir. 1995) (acknowledging that a bankruptcy court “has the equitable power, in suitable cases, to order a rejection to operate retroactively”); *In re CCI Wireless, LLC*, 279 B.R. 590, 595 (Bankr. D. Colo. 2002), *aff’d*, 297 B.R. 133 (D. Colo. 2003) (holding that retroactive rejection may be allowed when principles of equity so dictate and allowed rejection effective as of the filing of the motion to reject).

12. Additionally, other courts in this district have granted relief similar to the relief sought herein. *See, e.g., In re Forest Park Medical Center at Southlake, LLC*, Case No. 16-

40273-rfn-11 (Bankr. N.D. Tex.); *In re Centennial Beverage Group, LLC*, Case No. 12-37901-bjh-11 (Bankr. N.D. Tex.).

13. Here, the equities weigh in favor of granting the relief requested with respect to the Leases as of the Petition Date. The Debtor surrendered, or was locked out of, each of the Rejected Store Locations prior to the Petition Date. On August 30, 2016, the Debtor sent the Surrender Notice in accordance with the notice provisions in each of the Leases. The Leases are no longer of value to the estate or its creditors and rejection effective as of the Petition Date will permit the Debtor to avoid paying rent for the Rejected Store Locations, and thereby minimize the Debtor's administrative expense obligations.

14. Based on the foregoing facts and circumstances, the Debtor submits that the rejection of the Leases in the manner set forth above is supported by sound business judgment, and is necessary, prudent, and in the best interests of the Debtor, its estate, and its creditors.

Notice

15. Notice of this Motion has been provided to: (i) the Office of the United States Trustee; (ii) the Debtor's secured creditors; (iii) the landlords listed on Exhibit A to the Motion; (iv) those persons who have formally appeared and requested notice and service in these proceedings pursuant to Bankruptcy Rules 2002 and 3017; (v) counsel for and the members of any official committees appointed by this Court; (vi) the 20 largest unsecured creditors of the Debtor; and (vii) all governmental agencies having a regulatory or statutory interest in this case. No other or further notice need be provided.

WHEREFORE, the Debtor respectfully requests that the Court (i) grant the Motion and (ii) grant such other and further relief as is just and proper.

RESPECTFULLY SUBMITTED this 2nd day of September, 2016.

HAYNES AND BOONE, LLP

By: /s/ Robert D. Albergotti

Robert D. Albergotti

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Ian T. Peck

State Bar No. 24013306

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Email: jarom.yates@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTOR

EXHIBIT “A”

Lease Counterparty	Lease Location	Counterparty Address	Property Location
Bohannon (Bohannon Development Company)	Hillsdale	60 Hillsdale Mall San Mateo, California 94403-3497 and: Sixty 31st Avenue San Mateo, California 94403-3497	304 Hillsdale Shopping Center, Space 1308 San Mateo, CA 94403
Cafaro Company (Governor's Square Company)	Governor's Square	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	2801 Wilma Rudolph Blvd. 460 Clarksville, TN 37040
Cafaro Company (Huntington Mall Company)	Huntington Mall	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	500 Mall Rd. 420 Barbourville, WV 25504
Cafaro Company (Kentucky Oaks Mall Company)	Kentucky Oaks	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	5101 Hinkleville Rd. 690 Paducah, KY 42001
Cafaro Company (Ohio Valley Mall Company)	Ohio Valley	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	Unit No. 890 67800 Mall Rd 295 St. Clairsville, OH 43950
Cafaro Company (Sandusky Mall Company)	Sandusky	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	4314 Milan Rd. 510 Sandusky, OH 44870
Cafaro Company (Spotsylvania Mall Company)	Spotsylvania	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	365 Spotsylvania Towne Center 365 Fredericksburg, VA 22407
Cafaro Company (The Cafaro Northwest Partnership)	South Hill	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	Unit No. 924 3500 S. Meridian Puyallup, WA 98373
Cafaro Company (The Marion Plaza, Inc.)	Eastwood Mall	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	5555 Youngstown Warren Rd. 906 Niles, OH 44446
CBL & Associates (Cary Venture Limited Partnership)	Cary Towne	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	1105 Walnut Street L-3315 Cary, NC 27511
CBL & Associates (CBL SM-Brownsville, LLC)	Sunrise - Brownsville	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	2370 N. Expressway 1522 Brownsville, TX 78526
CBL & Associates (Cherryvale Mall, LLC)	Cherryvale	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	7200 Harrison Avenue G-68A Rockford, IL 61112
CBL & Associates (Eastgate Mall CMBS, LLC)	Eastgate	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	4601 Eastgate Blvd. E-700 Cincinnati, OH 45245
CBL & Associates (Hixson Mall, LLC)	Northgate	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	271 Northgate Mall J0060 Chattanooga, TN 37415
CBL & Associates (JG Randolph II, LLC)	Randolph Mall	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	345 Randolph Mall E-09 Asheboro, NC 27203

Lease Counterparty	Lease Location	Counterparty Address	Property Location
CBL & Associates (JG Winston-Salem, LLC)	Hanes	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	3320 Silas Creek Pkwy BU-668A Winston-Salem, NC 27103
CBL & Associates (Madison/East Towne, LLC)	East Towne	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	89 East Towne Mall B-117 Madison, WI 53704
CBL & Associates (Mall Del Norte, LLC)	Mall del Norte	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	5300 San Dario Avenue 426 Laredo, TX 78041
CBL & Associates (Meridian Mall Limited Partnership)	Meridian	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	1982 W. Grand River Avenue 259 Okemos, MI 04886
CBL & Associates (Midland Mall, LLC)	Midland	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	6800 Eastman Ave C-304 Midland, MI 48642
CBL & Associates (Northwoods Mall CMBS, LLC)	Northwoods	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	2150 Northwoods Blvd. K-852 North Charleston, SC 29406
CBL & Associates (Oak Park Mall, LLC)	Oak Park	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	11149 West 95th Street 101 Overland Park, KS 66214
CBL & Associates (Southpark Mall CMBS, LLC)	Southpark	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	230 Southpark Circle E10 Colonial, OH 45245
CBL & Associates (St. Clair Square SPE, LLC)	St. Clair Square	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	Space No. 129 134 St. Clair Square Fairview Heights, IL 62208
CBL & Associates (Stroud Mall, LLC)	Stroud	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	344 Stroud Mall Road 436 Stroudsburg, PA 18360
CBL & Associates (Westgate Mall CMBS, LLC)	WestGate	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	205 W. Blackstock Rd. 240 Spartanburg, SC 29301
CBL & Associates (York Galleria Limited Partnership)	York Galleria	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	2899 Whiteford Rd. 206 York, PA 17402
Centennial Real Estate (Vancouver Mall II LLC)	Vancouver	11601 Wilshire Boulevard, 11th Floor Los Angeles, California 90025 Attention: Legal Department	8700 N.E. Vancouver Mall Drive 249 Vancouver, WA 98662
DBO Development (Daniel M. Cole, Trustee of The Daniel M. Cole and Nancy E. Cole Revocable Trust)	Packwood Creek	DBO Development No. 29, LLC Attn: Sherry Peverini 10 Harris Court, Suite B-1 Monterey, California 93940 also send notice to: c/o Evergreen Management Co, LLC 2295 Gateway Oaks Dr., Suite 135 Sacramento, CA 95833	4031 South Mooney Suite F-4 Visalia, CA 93277

Lease Counterparty	Lease Location	Counterparty Address	Property Location
DDR Corp (GS Centennial LLC)	Centennial	GS CENTENNIAL LLC 3300 Enterprise Parkway Beachwood, Ohio 44122 Attn: Executive Vice President - Leasing Federal I.D. #34-1953730 with copies to: DDR Corp. 3300 Enterprise Parkway Beachwood, Ohio 44122 Attn: General Counsel	9619 E. County Line Rd. Unit 43 Ste. D Centennial, CO 80112
General Growth Properties, Inc. (Boise Mall, LLC)	Boise Towne Square	Boise Mall, LLC c/o Boise Towne Square 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. with copy to: Boise Towne Square 350 North Milwaukee Boise, ID 83704 Attn: General Manager	350 North Milwaukee 2130 Boise, ID 83704
General Growth Properties, Inc. (GGP-Newgate Mall, LLC)	Newgate Mall	GGP-Newgate Mall, LLC c/o Newgate Mall 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. with copy to: Newgate Mall 3651 Wall Ave. Suite 2000 Ogden, UT 84405 Attn: General Manager	3651 Wall Ave 1142 Ogden, UT 84405
General Growth Properties, Inc. (Oak View Mall L.L.C.)	Oak View	c/o Oak View Mall L.L.C. 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With copy to: Oak View Mall 3001 South 144th St.; Suite 2029 Omaha, NE 68144 Attn: General Manager	3001 S. 144th Street Space No. E-2 Omaha, NE 68144
General Growth Properties, Inc. (Park City Center Business Trust)	Park City Center	c/o Park City Center Business Trust 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: Park City Center 142 Park City Center Lancaster, PA 17601 Attn: General Manager	769 Park City Center G769 Lancaster, PA 17601
General Growth Properties, Inc. (PDC-Red Cliffs Mall L.L.C.)	Red Cliffs Mall	PDC-Red Cliffs Mall L.L.C. c/o Red Cliffs Mall 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. with copy to: Red Cliffs Mall 1770 Red Cliffs Drive St. George, UT 84790 Attn: General Manager	1770 Red Cliffs Dr 1172 St. George, UT 84790

Lease Counterparty	Lease Location	Counterparty Address	Property Location
General Growth Properties, Inc. (Southwest Plaza L.L.C.)	Southwest Plaza	Southwest Plaza L.L.C. c/o Southwest Plaza 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. with copy to: Southwest Plaza 8501 West Bowles Ave Littleton, CO 80123 Attn: General Manager	8501 W Bowles Ave 1135 Littleton, CO 80123
GGP (Clackamas Mall L.L.C.)	Clackamas	Clackamas Mall L.L.C. c/o Clackamas Towne Center 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: Clackmas Towne Center 12000 SE 82nd Avenue, Suite 1093 Happy Valley, OR 97086 Attn: General Manager	Premises No. A107 12000 SE 82nd Avenue, Suite 1093 Happy Valley, OR 97086
GGP (Deerbrook Mall, LLC)	Deerbrook	Deerbrook Mall c/o Deerbrook Mall, LLC 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: Deerbrook Mall 20131 Hwy 59 N Humble, TX 77338 Attn: General Manager	20131 Hwy 59 N 01330 Humble, TX 77338
GGP (First Colony Mall, LLC)	First Colony	First Colony Mall, LLC c/o First Colony Mall 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: First Colony Mall 16535 Southwest Freeway Sugar Land, TX 77479 Attn: General Manager	16535 Southwest Freeway 270 Sugar Land, TX 77479
GGP (La Cantera Specialty Retail, L.P.)	LaCantera	La Cantera Specialty Retail, LP c/o The Shops at La Cantera Phase II 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: The Shops at La Cantera Phase II 15900 La Cantera Parkway, Suite 6698 San Antonio, TX 78256 Attn: General Manager	Premises No. 3305 15900 La Cantera Pky, Bldg 8 Ste 8870 San Antonio, TX 78256
GGP (Stonebriar Mall LLC)	Stonebriar	Stonebriar Centre c/o Stonebriar Mall, LLC 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: Stonebriar Centre 2601 Preston Road Frisco, TX 75034 Attn: General Manager	2601 Preston Road 1008 Frisco, TX 75034

Lease Counterparty	Lease Location	Counterparty Address	Property Location
GGP (The Woodlands Mall Associates, LLC)	The Woodlands	The Woodlands Mall c/o The Woodlands Mall Assoc., LLC 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: The Woodlands Mall 1201 Lake Woodlands Drive The Woodlands, TX 77380 Attn: General Manager	1201 Lake Woodlands Dr. 02196 The Woodlands, TX 77380
Kravco (Hamilton Mall, LLC)	Hamilton	c/o Kravco Company LLC Attention: Legal Department 100 Matsonford Road, 5 Radnor Corporate Center, Suite 555 Radnor, PA 19087	4403 Black Horse Pike #120 Mays Landing, NJ 08330
Macerich Co. (Arden Fair Associates, L.P.)	Arden Fair	Arden Fair Associates, L.P. c/o The Macerich Company P.O. Box 2172 401 Wilshire Boulevard, Suite 700 Santa Monica, California 90401 Attn: Legal Department	1689 Arden Way 1188 Sacramento, CA 95815
Macerich Co. (Macerich Vintage Faire Limited Partnership)	Modesto	Macerich Vintage Faire LP Suite 483 3401 Dale Road Modesto, California 95356 and notice to: Macerich Vintage Faire LP c/o Macerich P.O. Box 2172 401 Wilshire Boulevard, Suite 700 Santa Monica, California 90407 Attn: Legal Department	Space No. N17 3401 Dale Road Modesto, California 95356
Preit (Cumberland Mall Associates)	Cumberland	Cumberland Mall Associates c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	Space No. B-01 3849 S. Delsea Dr. Vineland, NJ 08360
Preit (PR Beaver Valley Limited Partnership)	Beaver Valley	PR Beaver Valley Limited Partnership c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	570 Beaver Valley Mall Blvd 644 Monaca, PA 15061
Preit (PR Financing Limited Partnership)	Francis Scott Key	PR Financing Limited Partnership c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	Space No. 0402 5500 Buckeystown Pike Frederick, MD 21703
Preit (PR Logan Valley Limited Partnership)	Logan Valley	PR Logan Valley Limited Partnership c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	5580 Goods Ln. 141 Altoona, PA 16602
Preit (PR North Dartmouth LLC)	Dartmouth	PR North Dartmouth LLC c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	Space No. 1302 116 N. Dartmouth Mall Dartmouth, MA 02747

Lease Counterparty	Lease Location	Counterparty Address	Property Location
Preit (PR Plymouth Meeting Limited Partnership)	Plymouth Meeting	PR Plymouth Meeting Limited Pship c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	Space No. 1140 500 Germantown Pike Plymouth Meeting, PA 19462
Preit (PR Prince Georges Plaza LLC)	Prince Georges Plaza	PR Prince Georges Plaza LLC c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	3500 East West Hwy., 1242 1242 Hyattsville, MD 20782
Preit (PR Valley Limited Partnership)	Valley Mall	PR Valley Limited Partnership c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	Space No. 0440 17301 Valley Mall Rd. Hagerstown, MD 21740
Preit (PR Valley View Limited Partnership)	Valley View	PR Valley View Limited Partnership c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	Space No. 0143 3800 State Road 16 La Crosse, WI 54601
Pyramid (Crossgates Mall General Company Newco LLC)	Crossgates	The Clinton Exchange Four Clinton Square Syracuse, New York 13202-1078 Attention: Management Division also send notice to: Attn: General Counsel Pyramid Management Group, LLC The Clinton Exchange, 4 Clinton Square Syracuse, New York 13202-1078	1 Crossgates Mall Rd., K205 K205 Albany, NY 12203
Simon (Bellwether Properties of Massachusetts Limited Partnership)	Burlington	225 West Washington St. Indianapolis, Indiana 46204-3438	75 Middlesex Tpke 1010 Burlington, MA 01803
Simon (Dover Mall, LLC)	Dover	M.S. Management Associates Inc. 225 West Washington St. Indianapolis, Indiana 46204-3438	4062 Dover Mall 5052 Dover, DE 19901
Simon (Mall at Northshore, LLC)	Northshore	225 West Washington St. Indianapolis, Indiana 46204-3438	210 Andover Street, Space W143 Peabody, MA 01960
Simon (Mall at Solomon Pond, LLC)	Solomon Pond	225 West Washington St. Indianapolis, Indiana 46204-3438	580 Donald Lynch Blvd. S250 Marlborough, MA 01752
Simon (Mall of Georgia, LLC)	Mall of Georgia	225 West Washington St. Indianapolis, Indiana 46204-3438	3333 Buford Drive 2006 Buford, GA 30519
Simon Property Group (Lakeline Developers)	Lakeline	225 West Washington St. Indianapolis, Indiana 46204-3438	11200 Lakeline Mall Drive G07A Cedar Park, TX 78613
Simon Property Group (Simon Property Group (TEXAS), L.P.)	North East	225 West Washington St. Indianapolis, Indiana 46204	Room A03H 1101 Melbourne Rd., Ste. 3084 Hurst, TX 76053
Urban (Stonecrest Mall SPE, LLC)	Stonecrest Mall	Urban Retail Properties LLC 111 East Wacker Drive Suite 2400 Chicago, IL 60601 Attn: Joseph McCarthy	Unit No. 1030 2929 Turner Hill Road Lithonia, GA 30038

Lease Counterparty	Lease Location	Counterparty Address	Property Location
Urban (Urban Retail Properties, LLC)	Houston County Galleria	Urban Retail Properties LLC 111 East Wacker Drive Suite 2400 Chicago, IL 60601 Attn: Joseph McCarthy	2922 Watson Blvd 215 Centerville, GA 31028
Westfield (EWH Escondido Associates, L.P. & North County Fair LP)	North County	EWH Escondido Associates, L.P. 11601 Wilshire Boulevard, 11th Floor Los Angeles, California 90025 Attention: Legal Department	200 E. Via Rancho Pkwy 101 Escondido, CA 92025
Westfield (VF Mall LLC)	Valley Fair	VF Mall LLC 11601 Wilshire Boulevard, 11th Floor Los Angeles, California 90025 Attention: Legal Department	2855 Stevens Creek Blvd A309 Santa Clara, CA 95050
Westfield (Westland Garden State Plaza Limited Partnership)	Garden State Plaza	2049 Century Park East 41st Floor Los Angeles, California 90067 Attention: Legal Department	1 Garden State Plaza Paramus, NJ 07652

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN 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.	§	

**ORDER GRANTING DEBTOR’S EXPEDITED FIRST OMNIBUS MOTION TO
REJECT CERTAIN UNEXPIRED REAL PROPERTY LEASES PURSUANT TO
BANKRUPTCY CODE § 365 AND BANKRUPTCY RULE 6006 NUNC PRO TUNC TO
THE PETITION DATE**

On _____, 2016, the Court conducted a hearing to consider the *Debtor’s Expedited First Omnibus Motion to Reject Certain Unexpired Real Property Leases Pursuant to Bankruptcy Code § 365 and Bankruptcy Rule 6006 Nunc Pro Tunc to the Petition Date* (the “Motion”), filed by the above-captioned debtor (the “Debtor”). The Court finds that: (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this

is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Motion is in the best interests of the Debtor, its estate, and its creditors; (iv) proper and adequate notice of the Motion has been given and no other or further notice is necessary; and (v) upon the record herein after due deliberation thereon, good and sufficient cause exists for the granting of the relief as set forth herein.

Therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Pursuant to Bankruptcy Code § 365 and Bankruptcy Rule 6006, the leases included on Exhibit A of this Order (collectively, the “Leases”) shall be deemed rejected effective as of the Petition Date without further order of the Court and without the need for further action by the Debtor or any other party.
3. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
4. To the extent that Bankruptcy Rule 6004(h) is applicable, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

END OF ORDER

Submitted by:

Robert D. Albergotti
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Ian T. Peck
State Bar No. 24013306
Jarom J. Yates
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PROPOSED ATTORNEYS FOR DEBTOR

EXHIBIT “A”

Lease Counterparty	Lease Location	Counterparty Address	Property Location
Bohannon (Bohannon Development Company)	Hillsdale	60 Hillsdale Mall San Mateo, California 94403-3497 and: Sixty 31st Avenue San Mateo, California 94403-3497	304 Hillsdale Shopping Center, Space 1308 San Mateo, CA 94403
Cafaro Company (Governor's Square Company)	Governor's Square	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	2801 Wilma Rudolph Blvd. 460 Clarksville, TN 37040
Cafaro Company (Huntington Mall Company)	Huntington Mall	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	500 Mall Rd. 420 Barbourville, WV 25504
Cafaro Company (Kentucky Oaks Mall Company)	Kentucky Oaks	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	5101 Hinkleville Rd. 690 Paducah, KY 42001
Cafaro Company (Ohio Valley Mall Company)	Ohio Valley	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	Unit No. 890 67800 Mall Rd 295 St. Clairsville, OH 43950
Cafaro Company (Sandusky Mall Company)	Sandusky	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	4314 Milan Rd. 510 Sandusky, OH 44870
Cafaro Company (Spotsylvania Mall Company)	Spotsylvania	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	365 Spotsylvania Towne Center 365 Fredericksburg, VA 22407
Cafaro Company (The Cafaro Northwest Partnership)	South Hill	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	Unit No. 924 3500 S. Meridian Puyallup, WA 98373
Cafaro Company (The Marion Plaza, Inc.)	Eastwood Mall	2445 Belmont Avenue P.O. Box 2186 Youngstown, Ohio 44504-0186 Attention: Legal Department	5555 Youngstown Warren Rd. 906 Niles, OH 44446
CBL & Associates (Cary Venture Limited Partnership)	Cary Towne	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	1105 Walnut Street L-3315 Cary, NC 27511
CBL & Associates (CBL SM-Brownsville, LLC)	Sunrise - Brownsville	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	2370 N. Expressway 1522 Brownsville, TX 78526
CBL & Associates (Cherryvale Mall, LLC)	Cherryvale	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	7200 Harrison Avenue G-68A Rockford, IL 61112
CBL & Associates (Eastgate Mall CMBS, LLC)	Eastgate	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	4601 Eastgate Blvd. E-700 Cincinnati, OH 45245
CBL & Associates (Hixson Mall, LLC)	Northgate	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	271 Northgate Mall J0060 Chattanooga, TN 37415
CBL & Associates (JG Randolph II, LLC)	Randolph Mall	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	345 Randolph Mall E-09 Asheboro, NC 27203

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CBL & Associates (JG Winston-Salem, LLC)	Hanes	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	3320 Silas Creek Pkwy BU-668A Winston-Salem, NC 27103
CBL & Associates (Madison/East Towne, LLC)	East Towne	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	89 East Towne Mall B-117 Madison, WI 53704
CBL & Associates (Mall Del Norte, LLC)	Mall del Norte	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	5300 San Dario Avenue 426 Laredo, TX 78041
CBL & Associates (Meridian Mall Limited Partnership)	Meridian	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	1982 W. Grand River Avenue 259 Okemos, MI 04886
CBL & Associates (Midland Mall, LLC)	Midland	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	6800 Eastman Ave C-304 Midland, MI 48642
CBL & Associates (Northwoods Mall CMBS, LLC)	Northwoods	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	2150 Northwoods Blvd. K-852 North Charleston, SC 29406
CBL & Associates (Oak Park Mall, LLC)	Oak Park	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	11149 West 95th Street 101 Overland Park, KS 66214
CBL & Associates (Southpark Mall CMBS, LLC)	Southpark	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	230 Southpark Circle E10 Colonial, OH 45245
CBL & Associates (St. Clair Square SPE, LLC)	St. Clair Square	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	Space No. 129 134 St. Clair Square Fairview Heights, IL 62208
CBL & Associates (Stroud Mall, LLC)	Stroud	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	344 Stroud Mall Road 436 Stroudsburg, PA 18360
CBL & Associates (Westgate Mall CMBS, LLC)	WestGate	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	205 W. Blackstock Rd. 240 Spartanburg, SC 29301
CBL & Associates (York Galleria Limited Partnership)	York Galleria	CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	2899 Whiteford Rd. 206 York, PA 17402
Centennial Real Estate (Vancouver Mall II LLC)	Vancouver	11601 Wilshire Boulevard, 11th Floor Los Angeles, California 90025 Attention: Legal Department	8700 N.E. Vancouver Mall Drive 249 Vancouver, WA 98662
DBO Development (Daniel M. Cole, Trustee of The Daniel M. Cole and Nancy E. Cole Revocable Trust)	Packwood Creek	DBO Development No. 29, LLC Attn: Sherry Peverini 10 Harris Court, Suite B-1 Monterey, California 93940 also send notice to: c/o Evergreen Management Co, LLC 2295 Gateway Oaks Dr., Suite 135 Sacramento, CA 95833	4031 South Mooney Suite F-4 Visalia, CA 93277

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DDR Corp (GS Centennial LLC)	Centennial	GS CENTENNIAL LLC 3300 Enterprise Parkway Beachwood, Ohio 44122 Attn: Executive Vice President - Leasing Federal I.D. #34-1953730 with copies to: DDR Corp. 3300 Enterprise Parkway Beachwood, Ohio 44122 Attn: General Counsel	9619 E. County Line Rd. Unit 43 Ste. D Centennial, CO 80112
General Growth Properties, Inc. (Boise Mall, LLC)	Boise Towne Square	Boise Mall, LLC c/o Boise Towne Square 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. with copy to: Boise Towne Square 350 North Milwaukee Boise, ID 83704 Attn: General Manager	350 North Milwaukee 2130 Boise, ID 83704
General Growth Properties, Inc. (GGP-Newgate Mall, LLC)	Newgate Mall	GGP-Newgate Mall, LLC c/o Newgate Mall 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. with copy to: Newgate Mall 3651 Wall Ave. Suite 2000 Ogden, UT 84405 Attn: General Manager	3651 Wall Ave 1142 Ogden, UT 84405
General Growth Properties, Inc. (Oak View Mall L.L.C.)	Oak View	c/o Oak View Mall L.L.C. 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With copy to: Oak View Mall 3001 South 144th St.; Suite 2029 Omaha, NE 68144 Attn: General Manager	3001 S. 144th Street Space No. E-2 Omaha, NE 68144
General Growth Properties, Inc. (Park City Center Business Trust)	Park City Center	c/o Park City Center Business Trust 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: Park City Center 142 Park City Center Lancaster, PA 17601 Attn: General Manager	769 Park City Center G769 Lancaster, PA 17601
General Growth Properties, Inc. (PDC-Red Cliffs Mall L.L.C.)	Red Cliffs Mall	PDC-Red Cliffs Mall L.L.C. c/o Red Cliffs Mall 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. with copy to: Red Cliffs Mall 1770 Red Cliffs Drive St. George, UT 84790 Attn: General Manager	1770 Red Cliffs Dr 1172 St. George, UT 84790

Lease Counterparty	Lease Location	Counterparty Address	Property Location
General Growth Properties, Inc. (Southwest Plaza L.L.C.)	Southwest Plaza	Southwest Plaza L.L.C. c/o Southwest Plaza 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. with copy to: Southwest Plaza 8501 West Bowles Ave Littleton, CO 80123 Attn: General Manager	8501 W Bowles Ave 1135 Littleton, CO 80123
GGP (Clackamas Mall L.L.C.)	Clackamas	Clackamas Mall L.L.C. c/o Clackamas Towne Center 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: Clackmas Towne Center 12000 SE 82nd Avenue, Suite 1093 Happy Valley, OR 97086 Attn: General Manager	Premises No. A107 12000 SE 82nd Avenue, Suite 1093 Happy Valley, OR 97086
GGP (Deerbrook Mall, LLC)	Deerbrook	Deerbrook Mall c/o Deerbrook Mall, LLC 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: Deerbrook Mall 20131 Hwy 59 N Humble, TX 77338 Attn: General Manager	20131 Hwy 59 N 01330 Humble, TX 77338
GGP (First Colony Mall, LLC)	First Colony	First Colony Mall, LLC c/o First Colony Mall 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: First Colony Mall 16535 Southwest Freeway Sugar Land, TX 77479 Attn: General Manager	16535 Southwest Freeway 270 Sugar Land, TX 77479
GGP (La Cantera Specialty Retail, L.P.)	LaCantera	La Cantera Specialty Retail, LP c/o The Shops at La Cantera Phase II 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: The Shops at La Cantera Phase II 15900 La Cantera Parkway, Suite 6698 San Antonio, TX 78256 Attn: General Manager	Premises No. 3305 15900 La Cantera Pky, Bldg 8 Ste 8870 San Antonio, TX 78256
GGP (Stonebriar Mall LLC)	Stonebriar	Stonebriar Centre c/o Stonebriar Mall, LLC 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: Stonebriar Centre 2601 Preston Road Frisco, TX 75034 Attn: General Manager	2601 Preston Road 1008 Frisco, TX 75034

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GGP (The Woodlands Mall Associates, LLC)	The Woodlands	The Woodlands Mall c/o The Woodlands Mall Assoc., LLC 110 N. Wacker Dr. Chicago, IL 60606 Attn: Law/Lease Administration Dept. With a copy to: The Woodlands Mall 1201 Lake Woodlands Drive The Woodlands, TX 77380 Attn: General Manager	1201 Lake Woodlands Dr. 02196 The Woodlands, TX 77380
Kravco (Hamilton Mall, LLC)	Hamilton	c/o Kravco Company LLC Attention: Legal Department 100 Matsonford Road, 5 Radnor Corporate Center, Suite 555 Radnor, PA 19087	4403 Black Horse Pike #120 Mays Landing, NJ 08330
Macerich Co. (Arden Fair Associates, L.P.)	Arden Fair	Arden Fair Associates, L.P. c/o The Macerich Company P.O. Box 2172 401 Wilshire Boulevard, Suite 700 Santa Monica, California 90401 Attn: Legal Department	1689 Arden Way 1188 Sacramento, CA 95815
Macerich Co. (Macerich Vintage Faire Limited Partnership)	Modesto	Macerich Vintage Faire LP Suite 483 3401 Dale Road Modesto, California 95356 and notice to: Macerich Vintage Faire LP c/o Macerich P.O. Box 2172 401 Wilshire Boulevard, Suite 700 Santa Monica, California 90407 Attn: Legal Department	Space No. N17 3401 Dale Road Modesto, California 95356
Preit (Cumberland Mall Associates)	Cumberland	Cumberland Mall Associates c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	Space No. B-01 3849 S. Delsea Dr. Vineland, NJ 08360
Preit (PR Beaver Valley Limited Partnership)	Beaver Valley	PR Beaver Valley Limited Partnership c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	570 Beaver Valley Mall Blvd 644 Monaca, PA 15061
Preit (PR Financing Limited Partnership)	Francis Scott Key	PR Financing Limited Partnership c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	Space No. 0402 5500 Buckeystown Pike Frederick, MD 21703
Preit (PR Logan Valley Limited Partnership)	Logan Valley	PR Logan Valley Limited Partnership c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	5580 Goods Ln. 141 Altoona, PA 16602
Preit (PR North Dartmouth LLC)	Dartmouth	PR North Dartmouth LLC c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	Space No. 1302 116 N. Dartmouth Mall Dartmouth, MA 02747

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Preit (PR Plymouth Meeting Limited Partnership)	Plymouth Meeting	PR Plymouth Meeting Limited Pship c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	Space No. 1140 500 Germantown Pike Plymouth Meeting, PA 19462
Preit (PR Prince Georges Plaza LLC)	Prince Georges Plaza	PR Prince Georges Plaza LLC c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	3500 East West Hwy., 1242 1242 Hyattsville, MD 20782
Preit (PR Valley Limited Partnership)	Valley Mall	PR Valley Limited Partnership c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	Space No. 0440 17301 Valley Mall Rd. Hagerstown, MD 21740
Preit (PR Valley View Limited Partnership)	Valley View	PR Valley View Limited Partnership c/o PREIT Services, LLC 200 South Broad Street The Bellevue, Third Floor Philadelphia, PA 19102 Attn: General Counsel	Space No. 0143 3800 State Road 16 La Crosse, WI 54601
Pyramid (Crossgates Mall General Company Newco LLC)	Crossgates	The Clinton Exchange Four Clinton Square Syracuse, New York 13202-1078 Attention: Management Division also send notice to: Attn: General Counsel Pyramid Management Group, LLC The Clinton Exchange, 4 Clinton Square Syracuse, New York 13202-1078	1 Crossgates Mall Rd., K205 K205 Albany, NY 12203
Simon (Bellwether Properties of Massachusetts Limited Partnership)	Burlington	225 West Washington St. Indianapolis, Indiana 46204-3438	75 Middlesex Tpke 1010 Burlington, MA 01803
Simon (Dover Mall, LLC)	Dover	M.S. Management Associates Inc. 225 West Washington St. Indianapolis, Indiana 46204-3438	4062 Dover Mall 5052 Dover, DE 19901
Simon (Mall at Northshore, LLC)	Northshore	225 West Washington St. Indianapolis, Indiana 46204-3438	210 Andover Street, Space W143 Peabody, MA 01960
Simon (Mall at Solomon Pond, LLC)	Solomon Pond	225 West Washington St. Indianapolis, Indiana 46204-3438	580 Donald Lynch Blvd. S250 Marlborough, MA 01752
Simon (Mall of Georgia, LLC)	Mall of Georgia	225 West Washington St. Indianapolis, Indiana 46204-3438	3333 Buford Drive 2006 Buford, GA 30519
Simon Property Group (Lakeline Developers)	Lakeline	225 West Washington St. Indianapolis, Indiana 46204-3438	11200 Lakeline Mall Drive G07A Cedar Park, TX 78613
Simon Property Group (Simon Property Group (TEXAS), L.P.)	North East	225 West Washington St. Indianapolis, Indiana 46204	Room A03H 1101 Melbourne Rd., Ste. 3084 Hurst, TX 76053
Urban (Stonecrest Mall SPE, LLC)	Stonecrest Mall	Urban Retail Properties LLC 111 East Wacker Drive Suite 2400 Chicago, IL 60601 Attn: Joseph McCarthy	Unit No. 1030 2929 Turner Hill Road Lithonia, GA 30038

Lease Counterparty	Lease Location	Counterparty Address	Property Location
Urban (Urban Retail Properties, LLC)	Houston County Galleria	Urban Retail Properties LLC 111 East Wacker Drive Suite 2400 Chicago, IL 60601 Attn: Joseph McCarthy	2922 Watson Blvd 215 Centerville, GA 31028
Westfield (EWH Escondido Associates, L.P. & North County Fair LP)	North County	EWH Escondido Associates, L.P. 11601 Wilshire Boulevard, 11th Floor Los Angeles, California 90025 Attention: Legal Department	200 E. Via Rancho Pkwy 101 Escondido, CA 92025
Westfield (VF Mall LLC)	Valley Fair	VF Mall LLC 11601 Wilshire Boulevard, 11th Floor Los Angeles, California 90025 Attention: Legal Department	2855 Stevens Creek Blvd A309 Santa Clara, CA 95050
Westfield (Westland Garden State Plaza Limited Partnership)	Garden State Plaza	2049 Century Park East 41st Floor Los Angeles, California 90067 Attention: Legal Department	1 Garden State Plaza Paramus, NJ 07652