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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 MOTION FOR AN EXPEDITED HEARING ON DEBTOR’S EXPEDITED  
MOTION, PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a), 363, AND 365,  
AND BANKRUPTCY RULES 2002, 6004, AND 6006, FOR ENTRY OF AN ORDER (A)  
APPROVING SALE AND BIDDING PROCEDURES AND BID PROTECTIONS IN  
CONNECTION WITH SALE OF ASSETS OF THE DEBTOR, (B) AUTHORIZING THE  
SALE OF ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES,  
AND OTHER INTERESTS, AND (C) GRANTING RELATED RELIEF**

TPP Acquisition, Inc. d/b/a The Picture People (the “Debtor”), debtor-in-possession in the above-referenced chapter 11 case, hereby files this motion requesting a hearing on an expedited basis (the “Motion to Expedite”) to consider the *Debtor’s Expedited Motion, Pursuant to Bankruptcy Code Sections 105(a), 363, and 365, and Bankruptcy Rules 2002, 6004, and 6006, for Entry of an Order (A) Approving Sale and Bidding Procedures and Bid Protections in Connection with Sale of Assets of the Debtor, (B) Authorizing the Sale of Assets Free and Clear*



*of all Liens, Claims, Encumbrances and Other Interests, and (C) Granting Related Relief (the “Bid Procedures Motion”).*

1. Through this Motion to Expedite, TPP requests that the Court consider approval of the bidding procedures portion of the Bid Procedures Motion on an expedited basis on Wednesday, September 21, 2016 at 2:00 p.m.

2. Expedited consideration of the Bid Procedures Motion is necessary to maximize recovery to the Debtor’s creditors. As set forth in more detail in the Bid Procedures Motion, the need for urgency of the Debtor’s proposed sale process is created by, among other things, (i) the Debtor’s inability to satisfy certain covenants and obligations under the Debtor’s pre-petition debt instruments; (ii) a lack of short and long-term liquidity; (iii) the risk of termination of the Debtor’s retail leases and other critical contractual relationships based on the Debtor’s pre-petition inability to remit certain amounts due to certain landlords and other contract counterparties; (iv) the precarious nature of the Debtor’s relationships with landlords and vendors, which have become considerably strained during the Debtor’s financial distress in the months leading up to the commencement of this case; and (v) the desperate need for funding for ongoing operations, which funding is not readily available absent a comprehensive rationalization of the Debtor’s operations and a resolution of the Debtor’s financial situation.

3. In addition, obtaining the relief set forth in the Bid Procedures Motion within twenty-one days of the commencement of the case is a condition to the Debtor’s proposed debtor-in-possession financing and the Stalking Horse APA (as defined in the Bid Procedures Motion).

4. Notice of the proposed expedited hearing will be provided to: (i) the Office of the United States Trustee; (ii) the Debtor and its counsel; (iii) the Debtor’s secured creditors; (iv)

any party whose interests are directly affected by this specific pleading; (v) those persons who have formally appeared and requested notice and service in these proceedings pursuant to Bankruptcy Rules 2002 and 3017; (vi) counsel for and the members of any official committees appointed by this Court; (vii) the 20 largest unsecured creditors of the Debtor; and (viii) 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 to Expedite 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

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**CERTIFICATE OF CONFERENCE**

The undersigned hereby certifies that on September 1, 2016 he conferred with counsel for the Debtor's pre-petition lenders and proposed debtor-in-possession lenders regarding the relief requested in the Motion to Expedite, and the lenders consent to expedited consideration. Counsel for the Debtor has contacted the Office of the United States Trustee regarding the relief requested in the Motion to Expedite but as of this filing have not yet had the chance to discuss their position.

*/s/ Robert D. Albergotti*

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Robert D. Albergotti

**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 Picture People,	§	Case No. 16-33437-hdh-11
	§	
Debtor.	§	

**ORDER ON DEBTOR’S MOTION FOR AN EXPEDITED HEARING ON DEBTOR’S  
EXPEDITED MOTION, PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a), 363,  
AND 365, AND BANKRUPTCY RULES 2002, 6004, AND 6006, FOR ENTRY OF AN  
ORDER (A) APPROVING SALE AND BIDDING PROCEDURES AND BID  
PROTECTIONS IN CONNECTION WITH SALE OF ASSETS OF THE DEBTOR, (B)  
AUTHORIZING THE SALE OF ASSETS FREE AND CLEAR OF ALL LIENS,  
CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, AND (C) GRANTING  
RELATED RELIEF**

*The Debtor’s Motion for an Expedited Hearing on Debtor’s Expedited Motion, Pursuant to Bankruptcy Code Sections 105(a), 363, and 365, and Bankruptcy Rules 2002, 6004, and 6006, for Entry of an Order (A) Approving Sale and Bidding Procedures and Bid Protections in Connection with Sale of Assets of the Debtor, (B) Authorizing the Sale of Assets Free and Clear of all Liens, Claims, Encumbrances and Other Interests, and (C) Granting Related Relief (the “Bid Procedures Motion”) is GRANTED.*

A hearing on the Bid Procedures Motion will be held on Wednesday, September 21, 2016 at 2:00 p.m. Central Time before the Honorable Judge Harlin D. Hale, Earl Cabell Federal Building, 1100 Commerce Street, 14th Floor, Courtroom No. 3, Dallas, Texas 75242. Debtor shall serve this Order on interested parties.

### END OF ORDER ###

**Submitted by:**

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