



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 September 8, 2016


United States Bankruptcy Judge

**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 PURSUANT 11 U.S.C. §§ 105(A) AND 363(C) AUTHORIZING
THE DEBTOR TO (I) CONTINUE ITS INSURANCE POLICIES, AND
(II) PAY INSURANCE PREMIUMS THEREON**

On September 7, 2016, the Court conducted a hearing to consider the *Debtor's* *Emergency Motion for an Order Pursuant to 11 U.S.C. §§ 105(a) and 363(c) Authorizing the Debtor to (I) Continue its Insurance Policies, and (II) Pay Insurance Premiums Thereon* (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. The Debtor is authorized to maintain all of its existing Insurance Policies.¹
3. The Debtor may pay outstanding prepetition amounts due under the Insurance Policies, subject to the limitations in this Order, any DIP Financing Orders, and the Budget.
4. The Debtor may, in its reasonable business judgment, pay premiums under the Insurance Policies and continue, renew or obtain new Insurance Policies in the ordinary course of business to the extent they may become due and payable, subject to the limitations in this Order, any DIP Financing Orders, and the Budget.
5. Debtor's banks and other financial institutions shall be and hereby are authorized and directed to receive, process, honor and pay all prepetition and postpetition checks and fund transfers on account of the prepetition insurance obligations, provided that sufficient funds are on deposit in the applicable accounts to cover such payments. In doing so, the Debtor's banks and other financial institutions are authorized to rely on the representations of the Debtor as to which checks and fund transfers are issued or authorized to be paid pursuant to this Order.
6. The automatic stay is hereby modified solely as it relates to Workers' Compensation Claims provided that such claims are pursued in accordance with the Workers' Compensation Programs and recoveries, if any, and are limited to the proceeds from the

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

applicable Workers' Compensation Program. All other claims, including any relating to matters covered by other Insurance Programs, will remain subject to the automatic stay. To effectuate the aforementioned modification of the automatic stay, the stay of a judgment under Bankruptcy Rule 7062 and the requirements under Bankruptcy Rule 9014 relating to contested matters with respect to claims under the Workers' Compensation Programs are hereby waived to the extent necessary to permit Workers Compensation Claims to be pursued as otherwise provided in this paragraph.

7. Neither the provisions contained herein, nor any actions or payments made by the Debtor pursuant to this Order, shall be construed as: (a) an admission as to the validity of any claim against the Debtor; (b) a waiver of the Debtor's rights to dispute any claim on any grounds; (c) a promise to pay any claim; (d) an assumption or rejection of any executory contract or unexpired lease pursuant to Bankruptcy Code § 365; or (e) otherwise affecting the Debtor's rights under Bankruptcy Code § 365 to assume or reject any executory contract with any party subject to this Order.

8. Notwithstanding the relief granted in this Order, any payment to be made or authorization obtained hereunder shall be subject to the requirements imposed on the Debtor under and DIP Financing Order and the Budget.

9. To the extent necessary, the Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

10. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

11. 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
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PROPOSED ATTORNEYS FOR DEBTOR

United States Bankruptcy Court
Northern District of Texas

In re:
TPP Acquisition, Inc.
Debtor

Case No. 16-33437-hdh
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0539-3

User: dbrown
Form ID: pdf025

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Total Noticed: 15

Date Rcvd: Sep 09, 2016

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 11, 2016.

- db +TPP Acquisition, Inc., 1155 Kas Drive, Suite 180, Richardson, TX 75081-1970
- aty +D. Wade Emmert, Emmert & Parvin, LLP, 1701 N. Market Street, Ste. 404,
Dallas, TX 75202-2004
- aty +Donald E. Rothman, Reimer and Braunstein, LLP, Three Center Plaza, Boston, MA 02108-2090
- aty +Michael S. Neumeister, Gibson, Dunn & Crutcher, LLP, 2100 McKinney Ave., Ste. 1100,
Dallas, TX 75201-6912
- aty +Ronald E. Gold, Frost Brown Todd LLC, 3300 Great American Tower, 301 E. Fourth Street,
Cincinnati, OH 45202-4257
- aty +Samuel Newman, Gibson, Dunn & Crutcher LLP, 333 S. Grand Ave., Los Angeles, CA 90071-1512
- cr +City of Frisco, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N Stemmons Frwy, Suite 1000, Dallas, TX 75207-2328
- cr +Crossgates Mall General Company NewCo, LLC, c/o Menter, Rudin & Trivelpiece, P.C.,
Attn: Kevin M. Newman, Esq., 308 Maltbie Street, Suite 200, Syracuse, NY 13204-1439,
U.S.A. 13204-1439
- cr +Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
- cr +JPMG Manassas Mall Owner LLC, c/o Menter, Rudin & Trivelpiece, P.C.,
Attn: Kevin M. Newman, Esq., 308 Maltbie Street, Suite 200, Syracuse, NY 13204-1439,
U.S.A. 13204-1439
- cr +MFA Contemporary Atelier, Inc. d/b/a Gemline Frame, 201 W. Howard Lane,
Austin, TX 78753-9701
- cr +Simon Property Group, Attn: Ronald M. Tucker, Esq., 225 W Washington Street,
Indianapolis, IN 46204-3438
- cr +Tarrant County, Linebarger Goggan Blair & Sampson, LLP, c/o Laurie Spindler Huffman,
2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
- cr +Taubman Landlords, c/o The Taubman Company, Attn. Andrew S. Conway, 200 E. Long Lake Road,
Suite 300, Bloomfield Hills, MI 48304-2324
- cr +The Marion Plaza, Inc. dba Eastwood Mall; Governor, Cafaro Management Company,
5577 Youngstown Warren Rd., Niles, OH 44446-4803

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 11, 2016

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 9, 2016 at the address(es) listed below:

- Andrew S. Conway on behalf of Creditor Taubman Landlords aconway@taubman.com
- Elizabeth Weller on behalf of Creditor Tarrant County dallas.bankruptcy@publicans.com,
evelyn.palmer@lgbs.com/dora.casiano-perez@lgbs.com
- Elizabeth Weller on behalf of Creditor Dallas County dallas.bankruptcy@publicans.com,
evelyn.palmer@lgbs.com/dora.casiano-perez@lgbs.com
- Elizabeth Weller on behalf of Creditor City of Frisco dallas.bankruptcy@publicans.com,
evelyn.palmer@lgbs.com/dora.casiano-perez@lgbs.com
- Ivan M. Gold on behalf of Creditor General Growth Properties, Inc. igold@allenmatkins.com
- Josiah M. Daniel, III on behalf of Creditor Monroe Capital Corporation jdaniel@velaw.com
- Josiah M. Daniel, III on behalf of Creditor Monroe Capital Partners Fund LP jdaniel@velaw.com
- Josiah M. Daniel, III on behalf of Creditor Monroe Capital Management Advisors LLC
jdaniel@velaw.com
- Kevin M. Newman on behalf of Creditor JPMG Manassas Mall Owner LLC kneuman@menterlaw.com,
kmbnk@menterlaw.com

District/off: 0539-3

User: dbrown
Form ID: pdf025Page 2 of 2
Total Noticed: 15

Date Rcvd: Sep 09, 2016

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Kevin M. Newman on behalf of Creditor Crossgates Mall General Company NewCo, LLC
knewman@menterlaw.com, kmnbk@menterlaw.com
Kurtzman Carson Consultants LLC ecfpleadings@kccllc.com
Michael P. Cooley on behalf of Creditor General Growth Properties, Inc.
michael.cooley@bryancave.com
Michael P. Cooley on behalf of Creditor GEM Realty Capital, Inc. michael.cooley@bryancave.com
Michael P. Cooley on behalf of Creditor YTC Mall Owner LLC michael.cooley@bryancave.com
Michael P. Cooley on behalf of Creditor Centennial Real Estate Company, LLC
michael.cooley@bryancave.com
Michael P. Cooley on behalf of Creditor Westfield LLC michael.cooley@bryancave.com
Michael P. Cooley on behalf of Creditor The Macerich Company michael.cooley@bryancave.com
Michael P. Cooley on behalf of Creditor Starwood Retail Partners LLC
michael.cooley@bryancave.com
Olivia Arden Adendorff on behalf of Creditor MFA Contemporary Atelier, Inc. d/b/a Gemline
Frame, Inc. oadendorff@gibsondunn.com, tflowers@gibsondunn.com
Richard T. Davis on behalf of Creditor The Marion Plaza, Inc. dba Eastwood Mall; Governor's
Square Company dba Governor's Square; Huntington Mall Company dba Huntington Mall; Kentucky Oaks
Mall Company dba Kentucky Oaks Mall; Ohi rdavis@cafarocompany.com
Robert Dew Albergotti on behalf of Debtor TPP Acquisition, Inc.
robert.albergotti@haynesboone.com, kim.morzak@haynesboone.com
Ronald Eric Gold on behalf of Creditor Washington Prime Group Inc. rgold@fbtlaw.com,
kgrubbs@fbtlaw.com
Ronald M. Tucker on behalf of Creditor Simon Property Group rtucker@simon.com,
cmartin@simon.com, bankruptcy@simon.com, antimm@simon.com
Steven E. Fox on behalf of Creditor Monroe Capital Corporation sfox@riemerlaw.com,
dromanik@riemerlaw.com
Steven E. Fox on behalf of Creditor Monroe Capital Management Advisors LLC sfox@riemerlaw.com,
dromanik@riemerlaw.com
Steven E. Fox on behalf of Creditor Monroe Capital Partners Fund LP sfox@riemerlaw.com,
dromanik@riemerlaw.com
United States Trustee ustpreion06.da.ecf@usdoj.gov

TOTAL: 27