

Robert D. Albergotti
State Bar No. 009790800
Ian T. Peck
State Bar No. 24013306
Jarom J. Yates
State Bar No. 24071134
HAYNES AND BOONE, LLP
2323 Victory Avenue, Suite 700
Dallas, TX 75219
Telephone: 214.651.5000
Facsimile: 214.651.5940
Email: robert.albergotti@haynesboone.com
Email: ian.peck@haynesboone.com
Email: jarom.yates@haynesboone.com

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, §
§ Hearing Date and Time:
Debtor. § September 29, 2016 @ 8:30 a.m.

DEBTOR’S WITNESS AND EXHIBIT LIST FOR SEPTEMBER 29, 2016 HEARING

TPP Acquisition, Inc. d/b/a The Picture People (“TPP” or the “Debtor”) hereby submits this Witness and Exhibit List for the September 29, 2016 Hearing on the following matters:

- (i) *Debtor’s Emergency Motion for Entry of Interim and Final Orders Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtor and Debtor in Possession to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket Nos. 5 & 6] (the “DIP Financing Motion”)*
- (ii) *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 [Docket No. 30] (the “Bid Procedures Motion”) [only as to the bidding procedures portion];*



- (iii) *Debtor's Application for Entry of an Order Under 11 U.S.C. §§ 327(a), 330 and 1107(b) Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtor in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 35] (the "Haynes and Boone Retention Application");
- (iv) *Motion for Entry of Order Pursuant to 11 U.S.C. §§ 105(a) and 363(b) Authorizing and Approving Debtor's (I) Retention and Employment of Winter Harbor LLC and (II) Employment of Stuart Noyes as Chief Restructuring Officer* [Docket No. 36] (the "Winter Harbor Retention Motion"); and
- (v) *Debtor's Application for Entry of an Order Pursuant to 11 U.S.C. §§ 327(a), 328(a) and 1107(b) Authorizing the Retention of SSG Advisors, LLC as Debtor's Investment Banker Nunc Pro Tunc to the Petition Date* [Docket No. 37] (the "SSG Retention Application").

WITNESSES

The Debtor designates the following individuals who may be called as witnesses at the September 29, 2016 Hearing (exclusive of those that may be used for impeachment purposes):

1. Stuart Noyes, Chief Restructuring Officer of Debtor
2. J. Scott Victor, Managing Director of SSG Advisors, LLC

The Debtor reserves the right to call any witnesses designated by any other party.

EXHIBITS

The Debtor designates the following exhibits that may be used at the September 29, 2016 Hearing (exclusive of those that may be used for impeachment purposes):

Exhibit Number	DESCRIPTION	J U D I C I A L N O T I C E	M A R K E D	O F F E R E D	O B J E C T	A D M I T	D A T E	Disp. After Trial
1.	DIP Budget, as may be modified prior to the hearing							
2.	DIP Credit Agreement, with attached Schedules and Exhibits (Exhibit B to the DIP Financing Motion)							
3.	Monroe Capital Pre-Petition Loan Documents, as amended							
4.	Bidding Procedures (Exhibit 1 to the proposed Bidding Procedures Order, which is Exhibit A to the Bid Procedures Motion), as may be modified prior to the hearing							
5.	Auction and Sale Notice (Exhibit 2 to the proposed Bidding Procedures Order, which is Exhibit B to the Bid Procedures Motion), as may be modified prior to the hearing							
6.	Assumption and Assignment Notice (Exhibit 3 to the proposed Bidding Procedures Order, which is Exhibit B to the Bid Procedures Motion), as may be modified prior to the hearing							
7.	Stalking Horse Asset Purchase Agreement (Exhibit B to the Bid Procedures Motion), as may be modified prior to the hearing							

Exhibit Number	DESCRIPTION	J U D I C I A L N O T I C E	M A R K E D	O F F E R E D	O B J E C T	A D M I T	D A T E	Disp. After Trial
8.	Haynes and Boone, LLP Engagement Letter (Exhibit B to the Haynes and Boone Retention Application)							
9.	Winter Harbor LLC Engagement Letter (Exhibit B to the Winter Harbor Retention Motion)							
10.	SSG Advisors, LLC Engagement Letter (Exhibit B to the SSG Retention Application)							

The Debtor asks that the Court take judicial notice of the pleadings and transcripts filed (including any and all schedules, amendments, exhibits, and other attachments thereto) in the proceedings before this Court. The Debtor reserves the right to use additional demonstrative exhibits as it deems appropriate in connection with the September 29, 2016 Hearing. The Debtor reserves the right to use any exhibits presented by any other party. The Debtor reserves the right to amend and/or supplement this exhibit list. The Debtor also reserves the right to use exhibits not listed herein for impeachment purposes at the September 29, 2016 Hearing.

RESPECTFULLY SUBMITTED this 26th day of September, 2016.

HAYNES AND BOONE, LLP

By: /s/ Robert D. Albergotti

Robert D. Albergotti

State Bar No. 00969800

Ian T. Peck

State Bar No. 24013306

Jarom J. Yates

State Bar No. 24071134

2323 Victory Avenue, Suite 700

Dallas, TX 75219

Telephone: 214.651.5000

Facsimile: 214.651.5940

Email: robert.albergotti@haynesboone.com

Email: ian.peck@haynesboone.com

Email: jarom.yates@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTOR