



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 October 3, 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 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]**

On September 29, 2016, the Court conducted a hearing to consider *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* (the "Application"), filed by the above-captioned Debtor (the "Debtor"). The Court finds that: (i) it has jurisdiction over the matters raised in the Application 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 Application is in the best interests of Debtor, its estate, and its creditors; (iv) proper and adequate notice of the Application has been given and no other or further notice is necessary; (v) SSG Advisors, LLC (“SSG”) (a) holds no interest adverse to Debtor or its estates in the matters upon which it is sought to be engaged; (b) is a disinterested person as that term is defined pursuant to 11 U.S.C § 101(14) and as required by 11 U.S.C. § 327; and (c) has disclosed any connections with Debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee as required by Bankruptcy Rule 2014; (vi) none of the representations or engagements set out in the *Declaration of J. Scott Victor in Support of 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* constitute a conflict-of-interest or impair the disinterestedness of SSG or otherwise preclude Debtor’s retention of SSG in the Chapter 11 Case; and (vii) 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 Application is GRANTED.
2. Pursuant to sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Debtor is hereby authorized to retain SSG as its investment banker in the Chapter 11 Case *nunc pro tunc* to the Petition Date under the terms and conditions set forth in the Application and the Engagement Letter.¹

¹ Capitalized terms not otherwise defined herein have the meanings ascribed to such terms in the Application.

3. SSG is authorized to perform any and all investment advisory services for Debtor that are necessary or appropriate in connection with the Chapter 11 Case.

4. Notwithstanding anything to the contrary in the Bankruptcy Code, the Bankruptcy Rules, or the Local Bankruptcy Rules, Orders of this Court, or any guidelines regarding submission and approval of fee applications, SSG shall be compensated pursuant to the terms of the Engagement Letter without being required to file interim fee applications as contemplated by Bankruptcy Code §§ 330 and 331.

5. SSG shall file a final fee application that sets forth a summary of all fees earned and expenses reimbursed in this case. SSG is permitted to submit such final fee application without time records.

6. Debtor's indemnification obligations set forth in the Engagement Letter are approved as customary and reasonable for investment bankers in Chapter 11 bankruptcy cases.

7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

END OF ORDER

Submitted by:

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PROPOSED ATTORNEYS FOR DEBTOR