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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. §

SECOND NOTICE OF EXTENSION OF DESIGNATION DEADLINE

PLEASE TAKE NOTICE that on December 30, 2016, pursuant to the terms of that certain (a) *Order Approving Sale and Bidding Procedures and Bid Protections in Connection With Sale of Assets of the Debtor and Granting Related Relief* [Docket No. 239] (the “Sale Order”), and (b) Amended and Restated Asset Purchase Agreement, dated September 29, 2016, between and among TPP Acquisition, Inc., debtor herein, and TPP Operating, Inc., as “Purchaser Designee” thereunder (“Purchaser”), the Debtor filed its *Notice of Extension of Designation Deadline* [Docket No. 419], extending the “Designation Deadline” (as defined in the Purchase Agreement) to and including January 31, 2017 (or such lesser period as may be designated by Purchaser, in its discretion).



PLEASE TAKE FURTHER NOTICE that the Purchaser has exercised its right to further extend the Designation Deadline to and including February 28, 2017 (or such lesser period as may be designated by Purchaser, in its discretion). A copy of the Purchaser's Second Notice of Extension dated January 31, 2017 (the "Second Extension Notice") is attached hereto as **Exhibit "A"**.

PLEASE TAKE FURTHER NOTICE that as expressly provided in the Second Extension Notice, Purchaser's extension of the Designation Deadline applies only to those Remaining Contracts identified on Schedule "A" annexed to the Second Extension Notice.

RESPECTFULLY SUBMITTED this 9th day of February, 2017.

HAYNES AND BOONE, LLP

By: /s/ Robert D. Albergotti
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ATTORNEYS FOR DEBTOR

EXHIBIT “A”

TPP OPERATING, INC.
1155 Kas Drive, Suite 180
Richardson, TX 75081

January 31, 2017

TPP Acquisition, Inc.
1155 Kas Drive, Suite 180
Richardson, TX 75081
Attn: Stuart Noyes
Chief Restructuring Officer

Re: TPP Acquisition, Inc., Debtor
Chapter 11 Case No. 16-33437-hdh-11

Reference is made to that certain (a) Amended and Restated Asset Purchase Agreement dated as of September 29, 2016 (the "Purchase Agreement"), between and among Monroe Capital Partners Fund LP and Monroe Capital Corporation, jointly as purchasers (collectively, "Initial Purchasers"), and TPP Acquisition, Inc., a Delaware corporation and debtor and debtor in possession ("Seller"), and (b) "*Order Granting The Debtor's Motion, Pursuant To Bankruptcy Code Sections 105(A), 363, And 365, And Bankruptcy Rules 2002, 6004, And 6006, For Entry Of An Order Authorizing The Sale Of Assets Free And Clear Of All Liens, Claims, Encumbrances, And Other Interests And Granting Related Relief*" entered on November 3, 2016 [Docket No. 355] (the "Sale Approval Order"). In accordance with the terms of the Purchase Agreement, Initial Purchasers thereafter designated TPP Operating, Inc. as "Purchaser Designee" under the Purchase Agreement. All capitalized undefined terms used herein and not otherwise defined shall have the same meaning as in the Purchase Agreement or the Sale Approval Order, as applicable.

In accordance with the terms of the Purchase Agreement and Sale Approval Order, respectively, Purchaser hereby elects to further extend (the "Designation Deadline Extension") the "Designation Deadline" to and including February 28, 2017 (the period between February 1-28, 2017, or such lesser period as may be designated by Purchaser, in its discretion, is defined as the "Second Extension Period") solely with regard to those Remaining Contracts identified in Schedule A annexed hereto and incorporated herein. Further pursuant to the Purchase Agreement, during the Second Extension Period Purchaser shall (a) pay such additional incremental chapter 11-related costs (including Debtor's additional professional fees and expenses) to be incurred by the estate during the subject Second Extension Period solely in respect of the instant Designation Deadline Extension, and (b) solely with respect to those Remaining Contracts identified in Schedule A, perform such other and additional obligations as may appear in the Purchase Agreement and Sale Approval Order, respectively, including, without limitation, under Sections 1.6 and 1.7 of the Purchase Agreement in respect of the payment of "Operational Expenses".

Purchaser acknowledges that certain "*Notice to the Court of the Debtor's and Purchaser's Violation of the Sale Order*", dated January 14, 2017 [D.R. No. 433] ("Committee Statement"), filed by the Official committee of Unsecured Creditors (the "Committee"). All rights of Purchaser, Debtor and the Committee in respect of the matters raised by the Committee Statement as may be applicable to the within Designation Deadline Extension are preserved and reserved.

TPP Acquisition, Inc.
Attn: Stuart Noyes, Chief Restructuring Officer
January 31, 2017
Page 2

Respectfully,

TPP OPERATING, INC.,

By:


Name: Keith Spencer
Title: Chief Financial Officer

EXHIBIT A

Contract Counter-Party	Type of Contract
Box.com	Cloud Storage Platform
Earthlink Business, LLC	Data & Telecommunications, Internet
FICO	Database Marketing & Analytics
Sungard Availability Services, LP	Data Center / Colocation
Centrics	Ecommerce Programming / Hosting
Silverpop Systems Inc. / IBM	Email Marketing Services
Trintech	Maintenance & Support
Verizon Wireless	Wireless Data and Voice
Datalink	Data Storage
L3 Communications (Formerly TW Telecom)	Telecom / Phone

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