

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHER 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.)

**MONTHLY STAFFING REPORT BY WINTER HARBOR LLC
FOR THE PERIOD OF SEPTEMBER 2, 2016 THROUGH SEPTEMBER 30, 2016**

Winter Harbor LLC (“Winter Harbor”) hereby submits this monthly staffing report for the period September 2, 2016 through September 30, 2016, for compensation and reimbursement of expenses received pursuant to its engagement by an Order of the Bankruptcy Court entered on October 6, 2016, Docket No. 222. Winter Harbor earned compensation for this period of \$258,165.82 for the provision of a Chief Restructuring Officer and additional personnel to the Debtor during said period, and incurred \$27,318.38 in actual, reasonable and necessary expenses during said period.

Attached in support of the above compensation and expenses are the following:

Exhibit A – Compensation and Expenses Incurred by Professional

Exhibit B – Compensation and Expenses Incurred by Category

Exhibit C – Compensation by Category and Professional

Exhibit D – Expenses Incurred by Category and Professional



Exhibit A

Compensation and Expenses Incurred by Professional

September 2, 2016 – September 30, 2016

In re TPP Acquisition, Inc. d/b/a The Picture People
Debtor

Case No. 16-33437-hdh-11
Reporting Period: September 2 - September 30, 2016

Professional	Function	Hours	Hourly rate	Total
Base time				
Stuart Noyes	Chief Restructuring Officer	183.2	\$625.00	\$114,500.00
Bruce Meier	Additional Personnel	194.6	500.00	97,312.00
Mason Hickman	Additional Personnel	69.7	295.00	20,561.50
Steven Sadowski Jr.	Additional Personnel	144.9	295.00	42,745.50
	15% discount			(41,267.85)
Subtotal base time		592.4	\$394.74	\$233,851.15
Travel time at 50% of base rates				
Stuart Noyes	Chief Restructuring Officer	48.2	\$312.50	\$15,062.50
Bruce Meier	Additional Personnel	36.0	250.00	9,000.00
Mason Hickman	Additional Personnel	14.8	147.50	2,183.00
Steven Sadowski Jr.	Additional Personnel	16.0	147.50	2,360.00
	15% discount			(4,290.83)
Subtotal travel time at 50% of base rates		115.0	\$211.43	\$24,314.68
Total compensation		707.4	\$364.94	\$258,165.82
Expenses incurred				
Stuart Noyes	Chief Restructuring Officer			\$11,749.83
Bruce Meier	Additional Personnel			6,397.16
Mason Hickman	Additional Personnel			4,102.91
Steven Sadowski Jr.	Additional Personnel			5,068.48
Total expenses incurred				\$27,318.38
GRAND TOTAL, COMPENSATION AND EXPENSES				\$285,484.20

Exhibit B**Compensation and Expenses Incurred by Category****September 2, 2016 – September 30, 2016****In re TPP Acquisition, Inc. d/b/a The Picture People
Debtor****Case No. 16-33437-hdh-11
Reporting Period: September 2 - September 30, 2016**

Category code	Category description	Hours	Hourly rate	Total
Hourly compensation				
12	Business operations	250.7	486.79	122,015.25
13	Case administration	127.4	508.66	64,788.50
17	Financing	37.2	405.82	15,076.25
32	Corporate finance	86.0	374.31	32,209.50
40	Strategic planning	19.2	372.34	7,149.00
99	Unsecured Creditors' Committee	72.0	470.56	33,880.50
2026	Travel time	115.0	248.74	28,605.50
	15% discount			(45,558.67)
Total compensation		707.4	\$364.94	\$258,165.82
Expenses incurred				
	Airfare			\$12,721.80
	Lodging			6,372.47
	Taxi and limousine			2,951.62
	Train and bus			79.00
	Meals: Breakfast			254.85
	Meals: Lunch			539.87
	Meals: Dinner			2,204.67
	Car rental			472.71
	Parking, tolls and fuel			1,361.79
	Mileage			286.20
	Supplies, postage and delivery			58.40
	Miscellaneous expense			15.00
Total expenses incurred				\$27,318.38
GRAND TOTAL, COMPENSATION AND EXPENSES				\$285,484.20

Exhibit C

Compensation by Category and Professional

September 2, 2016 – September 30, 2016

In re TPP Acquisition, Inc. d/b/a The Picture People Case No. 16-33437-hdh-11
Debtor Reporting Period: September 2 - September 30, 2016

Category code	Category description/Professional	Hours	Hourly rate	Total
Hourly compensation				
12	Business operations			
	Stuart Noyes	74.2	\$625.00	\$46,375.00
	Bruce Meier	115.1	500.00	57,527.25
	Mason Hickman	16.1	295.00	4,749.50
	Steven Sadowski Jr.	45.3	295.00	13,363.50
	15% discount			(18,302.29)
	Subtotal	250.7	\$413.77	\$103,712.96
13	Case administration			
	Stuart Noyes	57.7	\$625.00	\$36,062.50
	Bruce Meier	39.9	500.00	19,935.00
	Mason Hickman	16.4	295.00	4,838.00
	Steven Sadowski Jr.	13.4	295.00	3,953.00
	15% discount			(9,718.28)
	Subtotal	127.4	\$432.36	\$55,070.23
17	Financing			
	Stuart Noyes	8.5	\$625.00	\$5,312.50
	Bruce Meier	6.4	500.00	3,200.00
	Mason Hickman	3.2	295.00	944.00
	Steven Sadowski Jr.	19.1	295.00	5,619.75
	15% discount			(2,261.44)
	Subtotal	37.2	\$344.95	\$12,814.81
32	Corporate finance			
	Stuart Noyes	13.6	\$625.00	\$8,500.00
	Bruce Meier	11.4	500.00	5,699.75
	Mason Hickman	24.7	295.00	7,286.50
	Steven Sadowski Jr.	36.4	295.00	10,723.25
	15% discount			(4,831.43)
	Subtotal	86.0	\$318.17	\$27,378.08
40	Strategic planning			
	Stuart Noyes	4.5	\$625.00	\$2,812.50
	Bruce Meier	-	-	-
	Mason Hickman	3.4	295.00	1,003.00
	Steven Sadowski Jr.	11.3	295.00	3,333.50
	15% discount			(1,072.35)
	Subtotal	19.2	\$316.49	\$6,076.65
99	Unsecured Creditors' Committee			
	Stuart Noyes	24.7	\$625.00	\$15,437.50
	Bruce Meier	21.9	500.00	10,950.00
	Mason Hickman	5.9	295.00	1,740.50
	Steven Sadowski Jr.	19.5	295.00	5,752.50
	15% discount			(5,082.08)
	Subtotal	72.0	\$399.98	\$28,798.43
2026	Travel time			
	Stuart Noyes	48.2	\$312.50	\$15,062.50
	Bruce Meier	36.0	250.00	9,000.00
	Mason Hickman	14.8	147.50	2,183.00
	Steven Sadowski Jr.	16.0	147.50	2,360.00
	15% discount			(4,290.83)
	Subtotal	115.0	\$211.43	\$24,314.68
	All categories			
	Stuart Noyes	231.4	\$559.91	\$129,562.50
	Bruce Meier	230.6	460.98	106,312.00
	Mason Hickman	84.5	269.17	22,744.50
	Steven Sadowski Jr.	160.9	280.33	45,105.50
	15% discount			(45,558.67)
	TOTAL	707.4	\$364.94	\$258,165.82

Exhibit D**Expenses Incurred by Category and Professional****September 2, 2016 – September 30, 2016**In re TPP Acquisition, Inc. d/b/a The Picture People
DebtorCase No. 16-33437-hdh-11
Reporting Period: September 2 - September 30, 2016

Category description	Stuart Noyes	Bruce Meier	Mason Hickman	Steven Sadowski Jr.	TOTAL
Expenses incurred					
Airfare	\$5,847.60	\$1,387.80	\$3,884.00	\$1,602.40	\$12,721.80
Lodging	2,584.36	2,148.13	-	1,639.98	6,372.47
Taxi and limousine	1,812.87	184.98	88.30	865.47	2,951.62
Train and bus	79.00	-	-	-	79.00
Meals: Breakfast	71.00	153.90	21.55	8.40	254.85
Meals: Lunch	8.79	146.22	65.48	319.38	539.87
Meals: Dinner	957.47	1,101.38	25.58	120.24	2,204.67
Car rental	-	-	-	472.71	472.71
Parking, tolls and fuel	287.14	1,016.75	18.00	39.90	1,361.79
Mileage	43.20	243.00	-	-	286.20
Supplies, postage and delivery	58.40	-	-	-	58.40
Miscellaneous expense	-	15.00	-	-	15.00
TOTAL	\$11,749.83	\$6,397.16	\$4,102.91	\$5,068.48	\$27,318.38