

**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 DECEMBER 1, 2016 THROUGH DECEMBER 31, 2016**

Winter Harbor LLC (“Winter Harbor”) hereby submits this monthly staffing report for the period December 1, 2016 through December 31, 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 \$26,028.28 for the provision of a Chief Restructuring Officer and additional personnel to the Debtor during said period, and incurred zero 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

December 1, 2016 – December 31, 2016

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

Case No. 16-33437-hdh-11  
Reporting Period: December 1 - December 31, 2016

Professional	Function	Hours	Hourly rate	Total
Base time				
Stuart Noyes	Chief Restructuring Officer	16.9	\$625.00	\$10,562.50
Bruce Meier	Additional Personnel	30.2	500.00	15,100.00
Mason Hickman	Additional Personnel	16.2	295.00	4,779.00
Barak Tulin	Additional Personnel	1.8	100.00	180.00
	15% discount			(4,593.23)
Subtotal base time		65.1	\$399.82	\$26,028.28
Travel time at 50% of base rates				
Stuart Noyes	Chief Restructuring Officer	-	\$312.50	\$0.00
Bruce Meier	Additional Personnel	-	250.00	-
Mason Hickman	Additional Personnel	-	147.50	-
Barak Tulin	Additional Personnel	-	50.00	-
	15% discount			-
Subtotal travel time at 50% of base rates		-	\$0.00	\$0.00
<b>Total compensation</b>		<b>65.1</b>	<b>\$399.82</b>	<b>\$26,028.28</b>
Expenses incurred				
Stuart Noyes	Chief Restructuring Officer			\$0.00
Bruce Meier	Additional Personnel			-
Mason Hickman	Additional Personnel			-
Barak Tulin	Additional Personnel			-
<b>Total expenses incurred</b>				<b>\$0.00</b>
<b>GRAND TOTAL, COMPENSATION AND EXPENSES</b>				<b>\$26,028.28</b>

**Exhibit B****Compensation and Expenses Incurred by Category****December 1, 2016 – December 31, 2016**

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

Case No. 16-33437-hdh-11

Debtor

Reporting Period: December 1 - December 31, 2016

<b>Category code</b>	<b>Category description</b>	<b>Hours</b>	<b>Hourly rate</b>	<b>Total</b>
Hourly compensation				
12	Business operations	37.5	457.63	17,161.00
13	Case administration	23.2	494.76	11,478.50
17	Financing	1.0	295.00	295.00
32	Corporate finance	1.2	346.25	415.50
99	Unsecured Creditors' Committee	2.2	577.95	1,271.50
	15% discount			(4,593.23)
<b>Total compensation</b>		<b>65.1</b>	<b>\$399.82</b>	<b>\$26,028.28</b>
Expenses incurred				
<b>Total expenses incurred</b>				<b>\$0.00</b>
<b>GRAND TOTAL, COMPENSATION AND EXPENSES</b>				<b>\$26,028.28</b>

## Exhibit C

### Compensation by Category and Professional

December 1, 2016 – December 31, 2016

In re TPP Acquisition, Inc. d/b/a The Picture People      Case No. 16-33437-hdh-11  
Debtor      Reporting Period: December 1 - December 31, 2016

Category code	Category description/Professional	Hours	Hourly rate	Total
Hourly compensation				
12	Business operations			
	Stuart Noyes	5.0	\$625.00	\$3,125.00
	Bruce Meier	21.7	500.00	10,850.00
	Mason Hickman	10.8	295.00	3,186.00
	Barak Tulin	-	-	-
	15% discount			(2,574.15)
	Subtotal	37.5	\$388.98	\$14,586.85
13	Case administration			
	Stuart Noyes	10.2	\$625.00	\$6,375.00
	Bruce Meier	7.9	500.00	3,950.00
	Mason Hickman	3.3	295.00	973.50
	Barak Tulin	1.8	100.00	180.00
	15% discount			(1,721.78)
	Subtotal	23.2	\$420.55	\$9,756.73
17	Financing			
	Stuart Noyes	-	\$0.00	\$0.00
	Bruce Meier	-	-	-
	Mason Hickman	1.0	295.00	295.00
	Barak Tulin	-	-	-
	15% discount			(44.25)
	Subtotal	1.0	\$250.75	\$250.75
32	Corporate finance			
	Stuart Noyes	-	\$0.00	\$0.00
	Bruce Meier	0.3	500.00	150.00
	Mason Hickman	0.9	295.00	265.50
	Barak Tulin	-	-	-
	15% discount			(62.33)
	Subtotal	1.2	\$294.31	\$353.18
99	Unsecured Creditors' Committee			
	Stuart Noyes	1.7	\$625.00	\$1,062.50
	Bruce Meier	0.3	500.00	150.00
	Mason Hickman	0.2	295.00	59.00
	Barak Tulin	-	-	-
	15% discount			(190.73)
	Subtotal	2.2	\$491.26	\$1,080.78
<b>All categories</b>				
	Stuart Noyes	16.9	\$625.00	\$10,562.50
	Bruce Meier	30.2	500.00	15,100.00
	Mason Hickman	16.2	295.00	4,779.00
	Barak Tulin	1.8	100.00	180.00
	15% discount			(4,593.23)
	<b>TOTAL</b>	<b>65.1</b>	<b>\$399.82</b>	<b>\$26,028.28</b>

## **Exhibit D**

### **Expenses Incurred by Category and Professional**

**December 1, 2016 – December 31, 2016**

None