

Fill in this information to identify the case:

Debtor 1 Fresh Acquisitions, LLC

Debtor 2 _____
(Spouse, if filing)

United States Bankruptcy Court for the: Northern District of Texas, Dallas Division

Case number 21-30721-11

E-Filed on 08/30/2021
Claim # 384

Official Form 410

Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	
<u>BRE RC Las Palmas MP TX LP</u> Name of the current creditor (the person or entity to be paid for this claim)	
Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	
<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent?
	Where should payments to the creditor be sent? (if different)
Name <u>William McDonald, Real Estate Counsel</u>	Name _____
Shopcore Properties, L.P. 10920 Via Frontera, Suite 220 Number Street	Number Street _____
<u>San Diego, CA CA 92127</u> City State ZIP Code	City State ZIP Code _____
Contact phone <u>(858) 798-1426</u>	Contact phone _____
Contact email <u>wmcdonald@shopcore.com</u>	Contact email _____
Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	
4. Does this claim amend one already filed?	
<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____	
Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	
<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? ☒ No
☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ 158,702.17. Does this amount include interest or other charges?
☒ No
☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.
Unpaid rent and related charges

9. Is all or part of the claim secured? ☒ No
☐ Yes. The claim is secured by a lien on property.
- Nature of property:**
☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
☐ Motor vehicle
☐ Other. Describe: _____
- Basis for perfection:** _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
- Value of property:** \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)
- Amount necessary to cure any default as of the date of the petition:** \$ _____
- Annual Interest Rate** (when case was filed) _____ %
☐ Fixed
☐ Variable

10. Is this claim based on a lease? ☐ No
☒ Yes. Amount necessary to cure any default as of the date of the petition. \$ 158,702.17

11. Is this claim subject to a right of setoff? ☒ No
☐ Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☒ No

☐ Yes. Check one:

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

☐ Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

Amount entitled to priority

\$ 0.00

\$ 0.00

\$ 0.00

\$ 0.00

\$ 0.00

\$ 0.00

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

☐ I am the creditor.

☒ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 08/30/2021
MM / DD / YYYY

William McDonald

Signature

Print the name of the person who is completing and signing this claim:

Name William McDonald
First name Middle name Last name

Title Real Estate Counsel

Company Shopcore Properties, L.P.
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address
Number Street

City State ZIP Code

Contact phone Email

Attachment 1 - Shopcore POC.pdf

Description -

Fill in this information to identify the case:
Debtor Name: FRESH ACQUISITIONS, LLC, et al. – Case No. 21-30721 (SGJ)
UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS

Official Form 410

Proof of Claim

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	BRE RC Las Palmas MP TX LP		
	Name of the current creditor (the person or entity to be paid for this claim)		
	Other names the creditor used with the debtor		
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	From whom?	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent? William McDonald Real Estate Counsel Shopcore Properties, L.P. 10920 Via Frontera, Suite 220 San Diego, CA 92127 Tel: 858.798.1426 Email: wmcdonald@shopcore.com Kelley Drye & Warren LLP 3 World Trade Center 175 Greenwich Street New York, NY 10007 Attn: Robert L. LeHane, Esq. Email: rlehane@kelleydrye.com		Where should payments to the creditors be sent? (if different)
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Claim number on court claims registry (if known)	Filed on
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Who made the earlier filing?	

Part 2:**Give Information About the Claim as of the Date the Case Was Filed**

6. Do you have any number you use to identify the debtor?

☒ No Last 4 digits of the debtor's account or any number you use to identify the debtor:

7. How much is the claim?

\$158,702.17*

Outstanding Prepetition Amount from 7/1/2020 through 4/19/2021. See Attached.

Does this amount include interest or other charges?

☒ No
☐ Yes Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A)

8. What is the basis of the claim?

Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.

Unpaid rent and related charges due under lease for premises located Las Palmas, El Paso, TX. (See Attached)

9. Is all or part of the claim secured?

☒ No
☐ Yes The claim is secured by a lien on property

Nature of property:

☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*

☐ Motor vehicle

☐ Other. Describe _____

Basis for perfection: _____

Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: _____

Amount of the claim that is secured: _____

Amount of the claim that is unsecured: _____

(The sum of the secured and unsecured amounts should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: _____

Annual Interest Rate (when case was filed) _____ %

☐ Fixed

☐ Variable

10. Is this claim based on a lease?

☐ No
☒ Yes

Amount necessary to cure any default as of the date of the petition.

\$158,702.17

11. Is this claim subject to a right or setoff?

☒ No
☐ Yes

Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?
A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☐ Yes

☒ No

Check all that apply:

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

\$

☐ Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$

☐ Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$

☐ Other. Specify subsection of 11 U.S.C. § 507(a)(2)/503 that applies. See Attached

\$

13. Does this claim qualify as an Administrative Expense under 11 U.S.C. §503(b)(9)?

☒ No

☐ Yes. Amount that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$

Indicate date goods were received by debtor. Attach proof of delivery of such goods

Part 3:

Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

☐ I am the creditor.

☒ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date August __, 2021

BRE RC Las Palmas MP TX LP

DocuSigned by:

William McDonald

By: William McDonald

Real Estate Counsel, Shopcore Properties, L.P.

Official Form 410

Proof of Claim

page 3

Error! Unknown document property name.

Period Category	Description	Beginning Balance	Charges	Cash Received	Adjustments	Ending Balance
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07/20						
CAA	CAM ACTUAL	0.00	526.05	0.00	0.00	526.05
GRN	GROUND RENT	0.00	10,262.28	0.00	0.00	10,262.28
	Total	0.00	10,788.33	0.00	0.00	10,788.33
08/20						
CAA	CAM ACTUAL	526.05	526.05	0.00	0.00	1,052.10
GRN	GROUND RENT	10,262.28	10,262.28	0.00	0.00	20,524.56
	Total	10,788.33	10,788.33	0.00	0.00	21,576.66
09/20						
CAA	CAM ACTUAL	1,052.10	526.05	0.00	0.00	1,578.15
GRN	GROUND RENT	20,524.56	10,262.28	0.00	0.00	30,786.84
	Total	21,576.66	10,788.33	0.00	0.00	32,364.99
10/20						
CAA	CAM ACTUAL	1,578.15	526.05	0.00	0.00	2,104.20
GRN	GROUND RENT	30,786.84	10,262.28	0.00	0.00	41,049.12
	Total	32,364.99	10,788.33	0.00	0.00	43,153.32
11/20						
CAA	CAM ACTUAL	2,104.20	526.05	0.00	0.00	2,630.25
GRN	GROUND RENT	41,049.12	10,262.28	0.00	0.00	51,311.40
	Total	43,153.32	10,788.33	0.00	0.00	53,941.65
12/20						
CAA	CAM ACTUAL	2,630.25	526.05	0.00	0.00	3,156.30
GRN	GROUND RENT	51,311.40	10,262.28	0.00	0.00	61,573.68
REA	Real Estate Taxes Actual	0.00	54,732.94	0.00	0.00	54,732.94
	Total	53,941.65	65,521.27	0.00	0.00	119,462.92
01/21						
CAA	CAM ACTUAL	3,156.30	526.05	0.00	0.00	3,682.35
GRN	GROUND RENT	61,573.68	10,262.28	0.00	0.00	71,835.96
REA	Real Estate Taxes Actual	54,732.94	0.00	0.00	0.00	54,732.94
	Total	119,462.92	10,788.33	0.00	0.00	130,251.25
02/21						
CAA	CAM ACTUAL	3,682.35	541.83	0.00	0.00	4,224.18
GRN	GROUND RENT	71,835.96	10,262.28	0.00	0.00	82,098.24
REA	Real Estate Taxes Actual	54,732.94	0.00	0.00	0.00	54,732.94
	Total	130,251.25	10,804.11	0.00	0.00	141,055.36
03/21						
CAA	CAM ACTUAL	4,224.18	541.83	0.00	0.00	4,766.01
GRN	GROUND RENT	82,098.24	10,262.28	0.00	0.00	92,360.52
REA	Real Estate Taxes Actual	54,732.94	0.00	0.00	0.00	54,732.94
	Total	141,055.36	10,804.11	0.00	0.00	151,859.47
04/21						
CAA	CAM ACTUAL	4,766.01	541.83	0.00	0.00	5,307.84
GRN	GROUND RENT	92,360.52	10,262.28	0.00	0.00	102,622.80
REA	Real Estate Taxes Actual	54,732.94	0.00	0.00	0.00	54,732.94
	Total	151,859.47	10,804.11	0.00	0.00	162,663.58
05/21						
CAA	CAM ACTUAL	5,307.84	541.83	0.00	0.00	5,849.67
GRN	GROUND RENT	102,622.80	10,262.28	0.00	0.00	112,885.08
REA	Real Estate Taxes Actual	54,732.94	52,843.05	0.00	0.00	107,575.99
	Total	162,663.58	63,647.16	0.00	0.00	226,310.74
06/21						
CAA	CAM ACTUAL	5,849.67	541.83	0.00	0.00	6,391.50
GRN	GROUND RENT	112,885.08	10,262.28	0.00	0.00	123,147.36
REA	Real Estate Taxes Actual	107,575.99	0.00	0.00	0.00	107,575.99
	Total	226,310.74	10,804.11	0.00	0.00	237,114.85
07/21						
CAA	CAM ACTUAL	6,391.50	558.09	0.00	0.00	6,949.59
GRN	GROUND RENT	123,147.36	10,262.28	0.00	0.00	133,409.64

4/1/2021-4/19/2021 6,842.60

Database: TRUST

Tenant Ledger Summary Report

Page: 2

Inactive Tenant

FURR'S

Date: 8/25/2021

Transactions From 07/20 through 08/21

Time: 9:47 AM

Period	Description	Beginning Balance	Charges	Cash Received	Adjustments	Ending Balance
Category						

REA	Real Estate Taxes Actual	107,575.99	0.00	0.00	0.00	107,575.99
	Total	237,114.85	10,820.37	0.00	0.00	247,935.22

08/21

CAA	CAM ACTUAL	6,949.59	558.09	0.00	0.00	7,507.68
GRN	GROUND RENT	133,409.64	10,262.28	0.00	0.00	143,671.92
REA	Real Estate Taxes Actual	107,575.99	0.00	0.00	0.00	107,575.99
	Total	247,935.22	10,820.37	0.00	0.00	258,755.59