

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<p>In re:</p> <p>FRESH ACQUISITIONS, LLC, <i>et al.</i>,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 21-30721 (SGJ)</p> <p>(Jointly Administered)</p>
--	---	--

**NOTICE OF BID DEADLINE, AUCTION, AND SALE HEARING**

**PLEASE TAKE NOTICE** that on May 18, 2021, the Debtors filed its *Motion for (I) an Order (A) Approving Bidding Procedures and Certain Bid Protections, (B) Scheduling Bid Deadline, Auction Date, and Sale Hearing and Approving Form and Manner of Notice Thereof; and (C) Approving Cure Procedures and the Form and Manner of Notice Thereof; and (II) an Order Approving the Sale of Substantially all of the Debtors’ Assets Free and Clear of Liens, Claims and Interests* [Docket No. 165] (the “Motion”).

**PLEASE TAKE FURTHER NOTICE** that on May 27, 2021, the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “Bankruptcy Court”) entered its *Order (A) Approving Bidding Procedures and Certain Bid Protections, (B) Scheduling Bid Deadline, Auction Date, and Sale Hearing and Approving Form and Manner of Notice Thereof; and (C) Approving Cure Procedures and the Form and Manner of Notice Thereof* [Docket No. 203] (the “Bidding Procedures Order”) approving these Bidding Procedures approving certain bidding procedures attached thereto as Appendix 1.

**PLEASE TAKE FURTHER NOTICE** that all interested parties are invited to seek to become a Qualified Bidder and submit a Qualified Bid to purchase all or a portion of the Debtors’ businesses and assets in accordance with the terms of the Bidding Procedures Order and the bidding procedures. The deadline for Potential Bidders to submit Qualified Bids is **July 16, 2021 at 4:00 p.m.**

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the Bidding Procedures Order, unless cancelled, an Auction will take place on **July 20, 2021 commencing at 10:00 a.m. Central Time** at the offices of Gray Reed, 1601 Elm Street, Suite 4600, Dallas, Texas 75201. The Auction will proceed, and be conducted, pursuant to the terms of the Bidding Procedures.

---

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: Alamo Fresh Payroll, LLC (1590); Fresh Acquisitions, LLC (2795); Alamo Ovation, LLC (9002); Buffets LLC (2294); Hometown Buffet, Inc. (3002); Tahoe Joe’s Inc. (7129); OCB Restaurant Company, LLC (7607); OCB Purchasing, Co. (7610); Ryan’s Restaurant Group, LLC (7895); Fire Mountain Restaurants, LLC (8003); Food Management Partners, Inc. (7374); FMP SA Management Group, LLC (3031); FMP-Fresh Payroll, LLC (8962); FMP-Ovation Payroll, LLC (1728); and Alamo Buffets Payroll, LLC (0998). The Debtors’ principal offices are located at 2338 N. Loop 1604 W., Suite 350, San Antonio, TX, 78248, United States.

**PLEASE TAKE FURTHER NOTICE** that a hearing on the sale of the Debtors' assets, including the assumption and assignment of any executory contracts (the "Sale Hearing"), will take place on **August 4, 2021, at 1:30 p.m. Central Time** in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division, Earle Cabell Federal Building, 1100 Commerce Street, 14th Floor, Dallas, Texas 75242. Unless otherwise notified, the Sale Hearing will be conducted remotely using the Court's WebEx system by clicking on the following link: <https://us-courts.webex.com/meet/jerniga>. Parties are encouraged to review the Court's WebEx Hearing Instructions prior to attending any such hearing. As set forth in the Bidding Procedures, the Auction and the Sale Hearing may be cancelled, with a notice of cancellation to be filed by the Debtors with the Bankruptcy Court.

**PLEASE TAKE FURTHER NOTICE** that any objections, except Auction Results Objections (as defined in the Bidding Procedures Order) to the Motion or the Proposed Sale (a "Sale Objection") shall be filed with the Bankruptcy Court and served on the following parties so as to be actually received no later than **4:00 p.m. Central Time on July 9, 2021** (the "Sale Objection Deadline"): (a) proposed counsel to the Debtors, Gray Reed, 1601 Elm Street, Suite 4600, Dallas, Texas 75201 (Attn: Jason S. Brookner ([jbrookner@grayreed.com](mailto:jbrookner@grayreed.com)), Aaron M. Kaufman ([akauffman@grayreed.com](mailto:akauffman@grayreed.com)), and Amber M. Carson ([acarson@grayreed.com](mailto:acarson@grayreed.com))); (b) the Office of the U.S. Trustee, 1100 Commerce Street, Room 976, Dallas, Texas 75242 (Attn: Meredyth A. Kippes ([meredyth.a.kippes@usdoj.gov](mailto:meredyth.a.kippes@usdoj.gov))); (c) counsel to AB&T, Engelman Berger, PC, 2800 North Central Avenue, Suite 1200, Phoenix, Arizona 85004 (Attn: Patrick A. Clisham ([pac@eblawyers.com](mailto:pac@eblawyers.com))); (d) counsel to the DIP Lender, Carrington Coleman, 901 Main Street, Suite 5500, Dallas, Texas 75202 (Attn: J. Michael Sutherland ([msutherland@ccsb.com](mailto:msutherland@ccsb.com))); and (e) proposed counsel to the Committee, Dickinson Wright, PLLC, 1850 N. Central Avenue, Suites 1400, Phoenix, Arizona 85004 (Attn: Carolyn J. Johnsen ([CJJohnsen@dickinson-wright.com](mailto:CJJohnsen@dickinson-wright.com)) and William L. Novotny ([WNovotny@dickinson-wright.com](mailto:WNovotny@dickinson-wright.com))). Auction Results Objections shall be filed with the Bankruptcy Court and served on the same parties so as to be actually received no later than **4:00 p.m. Central Time on July 26, 2021** (the "Auction Results Deadline").

**PLEASE TAKE FURTHER NOTICE** that the failure to timely file and serve a Sale Objection by the Sale Objection Deadline shall be a bar to the assertion prior to, at the Sale Hearing, or thereafter, of any such objection to the Motion, the Sale, the Debtors' consummation of the Proposed Sale, or the proposed assumption and assignment of any executory contracts or unexpired leases. Failure to file and serve a Sale Objection by the Sale Objection Deadline shall be deemed to be consent to the Sale for purposes of Bankruptcy Code section 363(f) and a waiver of any preferential purchase rights or other similar rights to acquire any of the Debtors' assets.

**PLEASE TAKE FURTHER NOTICE** that copies of pleadings related to the proposed sale(s), including the Bidding Procedures Order (and attached Bidding Procedures) approved by the Bankruptcy Court, are available for free at [www.bmcgroup.com/fresh](http://www.bmcgroup.com/fresh), or on the Bankruptcy Court's website (for a fee) at [www.txnb.uscourts.gov](http://www.txnb.uscourts.gov).

Respectfully submitted this 2nd day of June, 2021.

**GRAY REED**

By: /s/ Jason S. Brookner

Jason S. Brookner

Texas Bar No. 24033684

Aaron M. Kaufman

Texas Bar No. 24060067

Amber M. Carson

Texas Bar No. 24075610

1601 Elm Street, Suite 4600

Dallas, Texas 75201

Telephone: (214) 954-4135

Facsimile: (214) 953-1332

Email: jbrookner@grayreed.com

akaufman@grayreed.com

acarson@grayreed.com

**PROPOSED COUNSEL TO THE  
DEBTORS AND DEBTORS IN POSSESSION**

**CERTIFICATE OF SERVICE**

I certify that on the 2nd day of June, 2021, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas.

/s/ Jason S. Brookner

Jason S. Brookner