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**GRAY REED**

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

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

In re:	§	
	§	Chapter 11
FRESH ACQUISITIONS, LLC, <i>et al.</i> , <sup>1</sup>	§	
	§	Case No. 21-30721 (SGJ)
Debtors.	§	
	§	(Jointly Administered)
	§	

**SUPPLEMENTAL DECLARATION OF  
JASON S. BROOKNER IN SUPPORT OF THE DEBTORS’  
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING  
THE EMPLOYMENT OF GRAY REED AS COUNSEL TO THE DEBTORS  
AND DEBTORS IN POSSESSION, EFFECTIVE AS OF THE PETITION DATE**

Jason S. Brookner declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

<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.

1. I am a partner in the law firm of Gray Reed. Gray Reed maintains offices in Houston, Dallas, and Waco, Texas. With approximately 150 attorneys, the Firm provides a full range of legal services to clients throughout Texas and the United States.

2. I am the lead attorney from Gray Reed working on the above-captioned chapter 11 cases. I am a member in good standing of the State Bar of Texas, and I have been admitted to practice in the United States Bankruptcy Court for the Northern District of Texas. There are no disciplinary proceedings pending against me.

3. On May 20, 2021, the Debtors filed their Application for Entry of an Order Authorizing the Employment of Gray Reed as Counsel to the Debtors and Debtors in Possession, Effective as of the Petition Date [Docket No. 170] (the "Application").<sup>2</sup> I submitted a declaration in support of the Application, which was attached thereto as Exhibit A (the "Declaration"). My Declaration included the results of Gray Reed's conflict searches of certain potential parties in interest, which are listed on the *Disclosures of Relationships to Potential Parties in Interest*, attached to the Declaration as Schedule 2 ("Schedule 2").

4. I submit this supplemental declaration in further support of the Application and to provide additional disclosures. I have personal knowledge of the facts set forth herein unless otherwise indicated. To the extent any information disclosed herein requires amendment or modification, I will submit a supplemental declaration.

5. From June 2020 through May 2021, the following percentages of Gray Reed's revenue were represented by the connections listed in items one through five on Schedule 2:

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Application.

Connection Name	Percent of Revenue for June 2020 - May 2021
Waste Management, Inc.	0.05%
MCM Properties	0.00%
Mark Shapiro / GlassRatner Advisory & Capital Group LLC / B. Riley Advisory Services	0.38%
Kimco Realty Corp.	0.04%
Liberty Mutual Insurance	0.00%

6. Gray Reed is currently representing, or has in the past represented, Mark Shapiro, GlassRatner Advisory & Capital Group LLC, and/or B. Riley Advisory Services in the following matters:

Case Caption	Type of Representation	Status of Representation
<i>In re Lockwood Holdings, Inc.</i> , Case No. 18-30197 (DRJ) (Bankr. S.D. Tex.)	Mark Shapiro and GlassRatner Advisory & Capital Group LLC, as the former duly-appointed chief restructuring officer for Lockwood Holdings, Inc., <i>et al.</i>	Ongoing; case currently on appeal
<i>In re GGI Holdings, LLC</i> , Case No. 20-31318 (HDH) (Bankr. N.D. Tex.)	Mark Shapiro, as Trustee of the GGI Liquidating Trust	Order authorizing withdrawal as counsel of record entered on May 21, 2021
<i>Compass Bank v. Fenton Motors of Dallas, Inc., et al.</i> , Cause No. 219-00424-2019 (219 <sup>th</sup> District Court, Collin County, Texas)	Mark Shapiro of GlassRatner Advisory & Capital Group LLC, as Receiver	Ongoing; trial set for August 16, 2021

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed at Dallas, Texas on this 2<sup>nd</sup> day of June, 2021.

/s/ Jason S. Brookner  
Jason S. Brookner