

Monthly Operating Report
CASH BASIS

CASE NAME:	FMP Fresh Payroll, LLC
CASE NUMBER:	21-30732-SGJ
JUDGE:	Stacey G.C. Jernigan

UNITED STATES BANKRUPTCY COURT
NORTHERN & EASTERN DISTRICTS OF TEXAS
REGION 6

MONTHLY OPERATING REPORT

MONTH ENDING: May^[1] 2021
MONTH YEAR

IN ACCORDANCE WITH TITLE 28, SECTION 1746, OF THE UNITED STATES CODE, I DECLARE UNDER PENALTY OF PERJURY THAT I HAVE EXAMINED THE FOLLOWING MONTHLY OPERATING REPORT (CASH BASIS-1 THROUGH CASH BASIS-6) AND THE ACCOMPANYING ATTACHMENTS AND, TO THE BEST OF MY KNOWLEDGE, THESE DOCUMENTS ARE TRUE, CORRECT, AND COMPLETE. DECLARATION OF THE PREPARER (OTHER THAN RESPONSIBLE PARTY) IS BASED ON ALL INFORMATION OF WHICH PREPARER HAS ANY KNOWLEDGE.

RESPONSIBLE PARTY:

<u>/s/ Mark Shapiro</u>	<u>Chief Restructuring Officer</u>
ORIGINAL SIGNATURE OF RESPONSIBLE PARTY	TITLE
<u>Mark Shapiro</u>	<u>6/21/2021</u>
PRINTED NAME OF RESPONSIBLE PARTY	DATE

PREPARER:

<u>/s/ Tess Wolff</u>	<u>Financial Advisor</u>
ORIGINAL SIGNATURE OF PREPARER	TITLE
<u>Tess Wolff</u>	<u>6/21/2021</u>
PRINTED NAME OF PREPARER	DATE

Notes:

[1] This report also includes the stub period from the filing date through month-end, 4/20/21 through 4/30/21.

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Notes to the Monthly Operating Report

General:

On April 20, 2021 (the "Petition Date"), Fresh Acquisitions, LLC filed a voluntary petition with the United States Bankruptcy Court under Chapter 11 of the Bankruptcy Code [Case No.: 21-30721-11], along with the following fourteen (14) affiliated entities (including last 4 digits of taxpayer identification number): 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).

Debtor-in-Possession Financial Statements - The accompanying schedules herein are prepared on a cash basis and are unaudited, preliminary, and may not comply with generally accepted accounting principles in the United States of America ("U.S. GAAP") in all material respects.

The Monthly Operating Report is limited in scope, covers a limited time period, and has been prepared solely for the purpose of complying with the monthly reporting requirements of the Bankruptcy Court and the United States Trustee. The information presented herein has not been subjected to all procedures that would typically be applied to financial information presented in accordance with U.S. GAAP. Upon the application of such procedures, the financial information could be subject to changes, and these changes could be material.

Reservation of Rights: Given the complexity of the Debtors' business, inadvertent errors, omissions or over inclusions may have occurred. Accordingly, the Debtors hereby reserve all of their rights to dispute the validity, status, enforceability, or executory nature of any claim amount, representation or other statement in this Monthly Operating Report and reserve the right to amend or supplement this Monthly Operating Report, if necessary, but shall be under no obligation to do so.

Monthly Operating Report
CASH BASIS-1

CASE NAME:	FMP Fresh Payroll, LLC
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CASH RECEIPTS AND DISBURSEMENTS	MONTH Apr-21	MONTH May-21	MONTH	MONTH
1. CASH - BEGINNING OF MONTH	\$ -	\$ -		
RECEIPTS				
2. CASH SALES	-	-		
3. ACCOUNTS RECEIVABLE COLLECTIONS	-	-		
4. LOANS AND ADVANCES	-	-		
5. SALE OF ASSETS	-	-		
6. LEASE & RENTAL INCOME	-	-		
7. WAGES	-	-		
8. OTHER (ATTACH LIST)	-	-		
9. TOTAL RECEIPTS	-	-		
DISBURSEMENTS				
10. NET PAYROLL	-	-		
11. PAYROLL TAXES PAID	-	-		
12. SALES,USE & OTHER TAXES PAID	-	-		
13. INVENTORY PURCHASES	-	-		
14. MORTGAGE PAYMENTS	-	-		
15. OTHER SECURED NOTE PAYMENTS	-	-		
16. RENTAL & LEASE PAYMENTS	-	-		
17. UTILITIES	-	-		
18. INSURANCE	-	-		
19. VEHICLE EXPENSES	-	-		
20. TRAVEL	-	-		
21. ENTERTAINMENT	-	-		
22. REPAIRS & MAINTENANCE	-	-		
23. SUPPLIES	-	-		
24. ADVERTISING	-	-		
25. HOUSEHOLD EXPENSES	-	-		
26. CHARITABLE CONTRIBUTIONS	-	-		
27. GIFTS	-	-		
28. OTHER (ATTACH LIST)	-	-		
29. TOTAL ORDINARY DISBURSEMENTS	\$ -	\$ -		
REORGANIZATION EXPENSES				
30. PROFESSIONAL FEES	-	-		
31. U.S. TRUSTEE FEES	-	-		
32. OTHER (ATTACH LIST)	-	-		
33. TOTAL REORGANIZATION EXPENSES	-	-	\$ -	\$ -
34. TOTAL DISBURSEMENTS	-	-	\$ -	\$ -
35. NET CASH FLOW	-	-	\$ -	\$ -
36. CASH - END OF MONTH	\$ -	\$ -	\$ -	\$ -

CASE NAME: FMP Fresh Payroll, LLC
CASE NUMBER: 21-30732-SGJ

OTHER RECEIPTS	MONTH Apr-21	MONTH May-21	MONTH	FILING TO DATE
				-
				-
				-
				-
				-
				-
				-
				-
				-
				-
				-
				-
				-
				-
TOTAL OTHER RECEIPTS	\$ -	\$ -	\$ -	\$ -

OTHER DISBURSEMENTS	MONTH Apr-21	MONTH May-21	MONTH	FILING TO DATE
TOTAL OTHER DISBURSEMENTS	-	\$ -	\$ -	-

CASH DISBURSEMENTS DETAIL MONTH: May

BANK ACCOUNT DISBURSEMENTS				
CK#	DATE	PAYEE	PURPOSE	AMOUNT
TOTAL BANK ACCOUNT DISBURSEMENTS			\$	-

TOTAL DISBURSEMENTS FOR THE MONTH	\$ -
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Monthly Operating Report

CASH BASIS-2

CASE NAME:	FMP Fresh Payroll, LLC
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BANK RECONCILIATIONS				
	Acct #1	Acct #2	Acct #3	
A. BANK:	N/A			TOTAL
B. ACCOUNT NUMBER:				
C. PURPOSE (TYPE):				
1. BALANCE PER BANK STATEMENT	\$ -	\$ -		\$ -
2. ADD: TOTAL DEPOSITS NOT CREDITED	-	-		\$ -
3. SUBTRACT: OUTSTANDING CHECKS	-	-		\$ -
4. OTHER RECONCILING ITEMS	-	-		\$ -
5. MONTH END BALANCE PER BOOKS	\$ -	\$ -		\$ -
6. NUMBER OF LAST CHECK WRITTEN				

INVESTMENT ACCOUNTS				
BANK, ACCOUNT NAME & NUMBER	DATE OF PURCHASE	TYPE OF INSTRUMENT	PURCHASE PRICE	CURRENT VALUE
7.				
8.				
9.				
10.				
11. TOTAL INVESTMENTS			\$ -	\$ -

CASH	
12. CURRENCY ON HAND	\$ -
13. TOTAL CASH - END OF MONTH	\$ -

Monthly Operating Report
CASH BASIS-3

CASE NAME:	FMP Fresh Payroll, LLC
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ASSETS OF THE ESTATE

SCHEDULE "A" REAL PROPERTY	SCHEDULE AMOUNT	MONTH	MONTH	MONTH
		Apr-21	May-21	
1.	\$ -			
2.				
3.				
4. OTHER (ATTACH LIST)				
5. TOTAL REAL PROPERTY ASSETS	\$ -	\$ -	\$ -	\$ -
SCHEDULE "B" PERSONAL PROPERTY				
1. CASH ON HAND	-	-	-	
2. CHECKING, SAVINGS, ETC.	-	-	-	
3. SECURITY DEPOSITS	-	-	-	
4. HOUSEHOLD GOODS	-	-	-	
5. BOOKS, PICTURES, ART	-	-	-	
6. WEARING APPAREL	-	-	-	
7. FURS AND JEWELRY	-	-	-	
8. FIREARMS & SPORTS EQUIPMENT	-	-	-	
9. INSURANCE POLICIES	-	-	-	
10. ANNUITIES	-	-	-	
11. EDUCATION	-	-	-	
12. RETIREMENT & PROFIT SHARING	-	-	-	
13. STOCKS	-	-	-	
14. PARTNERSHIPS & JOINT VENTURES	-	-	-	
15. GOVERNMENT & CORPORATE BONDS	-	-	-	
16. ACCOUNTS RECEIVABLE	-	-	-	
17. ALIMONY	-	-	-	
18. OTHER LIQUIDATED DEBTS	-	-	-	
19. EQUITABLE INTERESTS	-	-	-	
20. CONTINGENT INTERESTS	-	-	-	
21. OTHER CLAIMS	-	-	-	
22. PATENTS, TRADEMARKS & COPYRIGHTS	-	-	-	
23. LICENSES & FRANCHISES	-	-	-	
24. CUSTOMER LISTS	-	-	-	
25. AUTOS, TRUCKS & OTHER VEHICLES	-	-	-	
26. BOATS & MOTORS	-	-	-	
27. AIRCRAFT	-	-	-	
28. OFFICE EQUIPMENT	-	-	-	
29. MACHINERY, FIXTURES & EQUIPMENT	-	-	-	
30. INVENTORY	-	-	-	
31. ANIMALS	-	-	-	
32. CROPS	-	-	-	
33. FARMING EQUIPMENT	-	-	-	
34. FARM SUPPLIES	-	-	-	
35. OTHER	-	-	-	
36. TOTAL PERSONAL PROPERTY ASSETS	\$ -	\$ -	\$ -	
37. TOTAL ASSETS	\$ -	\$ -	\$ -	

Monthly Operating Report
CASH BASIS-4

CASE NAME:	FMP Fresh Payroll, LLC
CASE NUMBER:	21-30732-SGJ

MONTH: May

LIABILITIES OF THE ESTATE		
PREPETITION LIABILITIES	SCHEDULE AMOUNT	PAYMENTS
1. SECURED	\$ 500,000	\$ -
2. PRIORITY	\$ -	\$ -
3. UNSECURED	\$ -	\$ -
4. OTHER	\$ -	\$ -
5. TOTAL PREPETITION LIABILITIES	\$ 500,000	\$ -

POSTPETITION LIABILITIES	DATE INCURRED	AMOUNT OWED	DUE DATE	AMOUNT PAST DUE
1. FEDERAL INCOME TAXES				
2. FICA/MEDICARE				
3. STATE TAXES				
4. REAL ESTATE TAXES		\$ -		\$ -
5. OTHER TAXES (ATTACH LIST)				
6. TOTAL TAXES		\$ -		\$ -
OTHER POSTPETITION LIABILITIES INCLUDING TRADE CREDITORS (LIST NAMES OF CREDITORS)				
7. VitaNova Brands ^[1]	04/16/21	\$ 1,500,000.00	08/20/21	\$ -
8.				
9.				
10.				
11.				
12.				
13.				
14.				
15.				
16.				
17.				
18.				
19.				
20.				
21.				
22.				
23.				
24.				
25.				
26.				
27.				
28.				
29. (IF ADDITIONAL ATTACH LIST)				
30. TOTAL OF LINES 7 - 29		\$ 1,500,000.00		\$ -
31. TOTAL POSTPETITION LIABILITIES		\$ 1,500,000.00		\$ -

Notes:

[1] DIP Facility.

Monthly Operating Report
CASH BASIS-4A

CASE NAME:	FMP Fresh Payroll, LLC
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MONTH: May

ACCOUNTS RECEIVABLE AGING	SCHEDULE AMOUNT	MONTH Apr-21	MONTH May-21	MONTH
1. 0 - 30	\$ -	\$ -	-	
2. 31 - 60	-	-	-	
3. 61 - 90	-	-	-	
4. 91 +	-	-	-	
5. TOTAL ACCOUNTS RECEIVABLE	-	-	-	-
6. AMOUNT CONSIDERED UNCOLLECTIBLE	-	-	-	
7. ACCOUNTS RECEIVABLE (NET)	\$ -	\$ -	-	-

AGING OF POSTPETITION TAXES AND PAYABLES	0 - 30 DAYS	31-60 DAYS	90+ DAYS	Total
TAXES PAYABLE				
1. FEDERAL	\$ -	\$ -	\$ -	\$ -
2. STATE	-	-	-	-
3. LOCAL	-	-	-	-
4. OTHER (ATTACH LIST)	-	-	-	-
5. TOTAL TAXES PAYABLE	\$ -	\$ -	\$ -	\$ -

6. OTHER POST-PETITION LIABILITIES ^[1]	\$ 1,500,000	\$ -	\$ -	\$ 1,500,000
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STATUS OF POSTPETITION TAXES	BEGINNING TAX LIABILITY	AMOUNT WITHHELD OR ACCRUED	AMOUNT PAID	ENDING TAX LIABILITY
FEDERAL				
1. WITHHOLDING	\$ -	\$ -	\$ -	\$ -
2. FICA-EMPLOYEE	-	-	-	-
3. FICA-EMPLOYER	-	-	-	-
4. UNEMPLOYMENT	-	-	-	-
5. INCOME	-	-	-	-
6. OTHER (ATTACH LIST)	-	-	-	-
7. TOTAL FEDERAL TAXES	\$ -	\$ -	\$ -	\$ -
STATE AND LOCAL				
8. WITHHOLDING	-	-	-	-
9. SALES	-	-	-	-
10. EXCISE	-	-	-	-
11. UNEMPLOYMENT	-	-	-	-
12. REAL PROPERTY	-	-	-	-
13. PERSONAL PROPERTY	-	-	-	-
14. OTHER (ATTACH LIST)	-	-	-	-
15. TOTAL STATE & LOCAL	\$ -	\$ -	\$ -	\$ -
16. TOTAL TAXES	\$ -	\$ -	\$ -	\$ -

Notes:

[1] Balance consists of \$1.5 million DIP facility.

Monthly Operating Report
CASH BASIS-5

CASE NAME:	FMP Fresh Payroll, LLC
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MONTH: May

PAYMENTS TO INSIDERS AND PROFESSIONALS

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID	TTL PD TO DATE
1.		\$ -	\$ -
2.		-	-
3.		-	-
4.		-	-
5.		-	-
6.		-	-
7.			
TOTAL PAYMENTS TO INSIDERS		\$ -	\$ -

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TTL PAID TO DATE	TOTAL INCURRED & UNPAID
1.		\$ -	\$ -	\$ -	\$ -
2.		\$ -	\$ -	\$ -	\$ -
3.		\$ -	\$ -	\$ -	\$ -
4.		\$ -	\$ -	\$ -	\$ -
5.		\$ -	\$ -	\$ -	\$ -
6.		\$ -	\$ -	\$ -	\$ -
7.		\$ -	\$ -	\$ -	\$ -
TOTAL PAYMENTS TO PROFESSIONALS		\$ -	\$ -	\$ -	\$ -

POSTPETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENTS DUE	AMOUNTS PAID DURING MONTH	TOTAL UNPAID POST- PETITION
1. VitaNova Brands	\$ -	\$ -	\$ -
2.			
3.			
4.			
5.			
6. TOTAL	\$ -	\$ -	\$ -

Notes:

Monthly Operating Report
CASH BASIS-6**2021**

CASE NAME:	FMP Fresh Payroll, LLC
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MONTH: May**QUESTIONNAIRE**

	YES	NO
1. HAVE ANY ASSETS BEEN SOLD OR TRANSFERRED OUTSIDE THE NORMAL COURSE OF BUSINESS THIS REPORTING PERIOD?		✓
2. HAVE ANY FUNDS BEEN DISBURSED FROM ANY ACCOUNT OTHER THAN A DEBTOR IN POSSESSION ACCOUNT?		✓
3. ARE ANY POSTPETITION RECEIVABLES (ACCOUNTS, NOTES OR LOANS) DUE FROM RELATED PARTIES?		✓
4. HAVE ANY PAYMENTS BEEN MADE ON PREPETITION LIABILITIES THIS REPORTING PERIOD?		✓
5. HAVE ANY POSTPETITION LOANS BEEN RECEIVED BY THE DEBTOR FROM ANY PARTY?	✓	
6. ARE ANY POSTPETITION PAYROLL TAXES PAST DUE?		✓
7. ARE ANY POSTPETITION STATE OR FEDERAL INCOME TAXES PAST DUE?		✓
8. ARE ANY POSTPETITION REAL ESTATE TAXES PAST DUE?		✓
9. ARE ANY OTHER POSTPETITION TAXES PAST DUE?		✓
10. ARE ANY AMOUNTS OWED TO POSTPETITION CREDITORS DELINQUENT?		✓
11. HAVE ANY PREPETITION TAXES BEEN PAID DURING THE REPORTING PERIOD?		✓
12. ARE ANY WAGE PAYMENTS PAST DUE?		✓

IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "YES"; PROVIDE A DETAILED EXPLANATION OF EACH ITEM. ATTACH ADDITIONAL SHEETS IF NECESSARY.

5. DIP Financing from VitaNova Brands dated April 16, 2021 [doc. 16].

INSURANCE

	YES	NO
1. ARE WORKER'S COMPENSATION, GENERAL LIABILITY AND OTHER NECESSARY INSURANCE COVERAGES IN EFFECT?		✓
2. ARE ALL PREMIUM PAYMENTS PAID CURRENT?		✓
3. PLEASE ITEMIZE POLICIES BELOW		

IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "NO" OR IF ANY POLICIES HAVE BEEN CANCELED OR NOT RENEWED DURING THIS REPORTING PERIOD, PROVIDE AN EXPLANATION BELOW. ATTACH ADDITIONAL SHEETS IF NECESSARY.

INSTALLMENT PAYMENTS

TYPE OF POLICY	CARRIER	PERIOD COVERED	PAYMENT AMOUNT & FREQUENCY
SEE ATTACHED SCHEDULE OF INSURANCE			

FMP Fresh Payroll, LLC

21-30732-SGJ

Schedule of Insurance - As of May 31, 2021

Policy Type	Name of Carrier	Policy Number	Payment Schedule	Annual Premium	Coverage Period Start	Coverage Period End
Business Auto	Liberty Mutual	AS2-691-459056-050	\$1,875 each payment (10 installments)	\$ 18,745.00	4/1/2020	6/1/2021
General Liability	Liberty Mutual	TB2-691-459056-060	\$16,196 each payment (10 installments)	\$ 161,961.00	4/1/2020	6/1/2021
Liquor Liability	Liberty Mutual	TO2-691-459056-070	\$150 each payment (10 installment)	\$ 1,500.00	4/1/2020	6/1/2021
Umbrella	Liberty Mutual	TH7-691-459056-220	\$5.500 each payment (10 installment)	\$ 55,000.00	4/1/2020	6/1/2021
Commercial Property (Restaurants)	Liberty Mutual	YU2-L9L-459056-020	\$18,491 each payment (10 installments)	\$ 184,908.00	4/1/2020	6/1/2021
Workers Compensation (DF, Furrs, Zios)	Liberty Mutual	WC7-691-459056-010	\$21,098 each payment (10 installments)	\$ 206,983.00	4/1/2020	6/1/2021
Crime	Hartford Casualty	41BDDIJ7838	None	\$ 308.00	8/11/2020	8/11/2023
D& O	Berkley Professional Liability	BPRO8067872	None	\$ 124,998.00	4/20/2021	4/20/2022

Note: Annual Premium for Berkley D&O policy covers all debtor entities. Annual Premium of other polices covers Fresh Acquisitions, LLC, Alamo Fresh payroll, LLC, FMP-Fresh Payroll, LLC, Food Management Partners, Inc. FMP SA Management Group, LLC and other non-debtor entities.