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**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> , ¹	§	Case No. 21-30721 (SGJ)
	§	
Debtors.	§	(Jointly Administered)
	§	
	§	Re: Docket Nos. 157, 203 & 211

**UNOPPOSED MOTION
FOR ENTRY OF AN AGREED ORDER (I) CONTINUING THE
SALE HEARING, (II) MODIFYING THE BIDDING PROCEDURES ORDER
TO EXTEND CERTAIN DATES; (III) EXTENDING CERTAIN MILESTONES
UNDER THE DIP FINANCING ORDER; AND (IV) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state as follows in support of this unopposed motion (this “Motion”), seeking entry of

¹ 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.

the attached agreed order (the “Agreed Order”): (i) continuing the sale hearing to August 10, 2021, at 9:30 am; (ii) modifying the bidding procedures order as described below; (iii) extending certain milestones in the debtor in possession financing orders; and (iv) granting related relief. In support of this Motion, the Debtors would respectfully represent as follows:

1. On April 20, 2021 (the “Petition Date”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code.

2. On May 14, 2021, this Court entered the *Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief* [Docket No. 157] (the “Final DIP Order”). Under Paragraph 13(iii)(e) of the Final DIP Order, it shall be an Event of Default (as defined under the Final DIP Order) if the Debtors fail to obtain entry of an order approving the sale of substantially all of their assets on or before August 10, 2021. Based on the cumulative provisions of the proposed Agreed Order attached hereto, the DIP Lender has agreed to extend such milestone to August 11, 2021.

3. On May 27, 2021, this Court entered the *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”).² Pursuant to the terms of the Bidding Procedures Order, as evidence by the *Notice of Bid Deadline, Auction, and Sale Hearing* [Docket No. 211], the Court has scheduled a hearing to consider

² Unless otherwise defined herein, all capitalized terms used herein shall have the meaning ascribed to them in the Bidding procedures Order.

approval of a sale of substantially all of the Debtors assets on August 4, 2021, at 1:30 p.m. Central Time (the “Sale Hearing”).

4. As represented in the Agreed Order, the Debtors, VitaNova Brands, LLC (“VitaNova”), in its capacity as the Debtors’ prepetition and postpetition debtor in possession financing lender (the “DIP Lender”); and the Official Committee of Unsecured Creditors (the “Committee” and, collectively with the Debtors and the DIP Lender, the “Parties”), have agreed to extend certain of the deadlines established in the Bidding Procedures Order and Final DIP Order as set forth below:

	Deadline per Bidding Procedures Order	New Deadline
Bid Deadline	July 16, 2021, 4:00 pm	July 23, 2021, 4:00 pm ³
Auction	July 20, 2021, 10:00 am	July 27, 2021
Notice of Auction Results	July 22, 2021	July 29, 2021
Auction Results Objection	July 26, 2021, 4:00 pm	August 2, 4:00 pm
Sale Hearing	August 4, 2021, 1:30 pm	August 10, 2021, 9:30 am

WHEREFORE, the Debtors respectfully request that the Court enter the Agreed Order, substantially in the form attached hereto as **Exhibit A**, continuing the Sale Hearing, modifying the Bidding Procedures Order and Final DIP Order, and granting such other relief the Court deems appropriate under the circumstances.

³ This extended Bid Deadline shall apply to the single Potential Bidder that submitted a non-qualifying Bid before July 16, 2021.

Respectfully submitted this 21th day of July, 2021.

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By: /s/ Jason S. Brookner

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**COUNSEL TO THE DEBTORS
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CERTIFICATE OF SERVICE

I certify that on July 21, 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 Brookner

Jason Brookner

CERTIFICATE OF CONFERENCE

I certify that on July 19-21, 2021, I conferred with counsel to the Debtors' DIP Lender and counsel to the Official Committee of Unsecured Creditors, and such parties have confirmed their agreement to the entry of the Agreed Order. Separately, I have confirmed via e-mail correspondence with counsel to Arizona Bank & Trust, the Debtors' prepetition lender, that Arizona Bank & Trust does not oppose entry of the Agreed Order.

/s/ Aaron M. Kaufman

Aaron M. Kaufman

Exhibit A

Proposed Agreed Order

**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>,¹</p> <p style="text-align: right;">Debtors.</p>	<p>§</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> <p>Re: Docket Nos. 157, 203 & 211</p>
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AGREED ORDER

(I) CONTINUING THE SALE HEARING,

(II) MODIFYING THE BIDDING PROCEDURES ORDER

TO EXTEND CERTAIN DATES; (III) EXTENDING CERTAIN MILESTONES

UNDER THE DIP FINANCING ORDER; AND (IV) GRANTING RELATED RELIEF

Upon the unopposed motion (the “Motion”)² filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of this Agreed Order; and this Court

¹ 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.

² Unless otherwise defined, all capitalized terms used herein shall have the meaning ascribed to them in the Motion.

having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Sale Hearing is hereby continued to **August 10, 2021, at 9:30 a.m., Central Time**. As soon as practicable after entry of this Agreed Order, the Debtors shall file and serve an amended Sale Notice on the parties listed in the limited service list approved in these cases.

2. The Final DIP Order is hereby amended to extend the deadline for entry of a Sale Order as described in Paragraph 13(iii)(e) of the Final DIP Order through and including **August 11, 2021**, but such deadline shall not be extended further.

3. The Bid Deadline is hereby extended to **4:00 p.m. on July 23, 2021**, for the Potential Bidder that submitted its written offer letter to the Debtors on July 16, 2021, but which Bid did not meet the qualifications set forth under the Bidding Procedures. Nothing in this Agreed Order shall extend the Bid Deadline for any other Potential Bidders.

4. An Auction, if necessary, shall take place on **July 27, 2021**, at a time and place to be determined by the Debtors, after consulting with the Consultation Parties and Stalking Horse Bidder.

5. As soon as practicable following the conclusion of the Auction (if any), and no later than **July 29, 2021**, the Debtors shall file with the Court a notice setting forth the results of the Auction, including the operative asset purchase agreement (the "APA") to be approved, with the

Assumed Contract Schedule and any other necessary exhibits and schedules, to the extent available. Such notice of final APA shall include a comparison to the original Stalking Horse APA filed at Docket No. 178.

6. The Auction Results Objections Deadline (as defined in Paragraph 14 of the Bidding Procedures Order) is hereby extended to **4:00 p.m. Central Time on August 2, 2021**. Nothing in this Agreed Order shall extend any other Objection Deadlines for any parties.

7. The Bidding Procedures Order is hereby amended to be consistent with the terms of this Agreed Order.

END OF ORDER

AGREED AS TO FORM AND CONTENT:

/s/ Aaron M. Kaufman

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/s/ J. Michael Sutherland (with permission)

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