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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> , <sup>1</sup>	§	Case No. 21-30721 (SGJ)
	§	
Debtors.	§	(Jointly Administered)
	§	
	§	

**DEBTORS’ REPLY IN SUPPORT OF  
EXPEDITED MOTION TO EXTEND THE EXCLUSIVE PERIOD  
TO FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), file this reply (the “Reply”) in support of their *Expedited Motion to Extend the Exclusive Period to*

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtors’ 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.

*File a Chapter 11 Plan and Solicit Acceptances Thereof* [Docket No. 346] (the “Motion”), and would respectfully represent as follows:

1. As detailed in the Motion filed on August 5, 2021, the Debtors seek extensions of their exclusive periods under section 1121. The Debtors filed such requests after reaching **two separate agreements** with the Committee to continue the Sale Hearing. The Sale Hearing was initially scheduled for August 4, 2021. By agreements with the Committee, the Sale Hearing has now been rescheduled for August 24, 2021. [ECF Nos. 307, 309, 328, 329].

2. The second extension followed the Debtors’ receipt of a settlement memorandum letter from the Committee, dated July 29, 2021, through which the Committee made its initial settlement proposal to the Debtors, VitaNova and certain other insiders of the Debtors. The Debtors responded to the Committee’s letter in good faith on August 6, 2021, and have since brokered a settlement proposal that would have made cash available for distribution to unsecured creditors. Despite the Debtors’ efforts to broker a settlement that generates a positive outcome for creditors in these cases, the Committee seems committed to a scorched earth tactic in lieu of further settlement discussions.

3. The Court should not entertain this strategy, particularly as it relates to the present Motion. The present Motion is the first such request for an extension and was made only after reaching agreements with the Committee to extend the hearing dates past the August 18, 2021 deadlines.

4. The Committee’s scorched earth tactic is wasteful of estate resources and runs counterproductive to the good efforts of the Debtors’ professionals to broker a settlement that actually benefits the Committee’s creditor constituents. Although the Objection recites certain “Pertinent Facts,” the Objection misrepresents several such “facts” and omits the ***most*** pertinent

fact to the Motion—*i.e.*, no plan will be confirmable without VitaNova’s agreement to credit its DIP claims, which proposal is scheduled to be heard next week at the Sale Hearing. For this reason, alone, allowing the Debtors’ exclusive rights to terminate before the Sale Hearing does nothing to advance a resolution of these cases.

5. Notwithstanding the Committee’s unreasonable posture, in an effort to avoid further waste of estate resources, the Debtors have offered to reduce the extensions requested in the Motion from 60 days to 30 days, without prejudice to requests for further extensions. This proposal effectively gives the Committee the relief it purports to request in the Objection. *See* [Docket No. 350], Objection Paragraph 41 (“The Committee is prepared to file a plan in 30 days that will provide the orderly, independent liquidation of the estates to provide the maximum recovery for creditors.”) (emphasis in the original).<sup>2</sup>

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached to the Motion as **Exhibit A**, as modified by this Reply, overruling the Objection and all joinders thereto, and granting the relief requested herein and granting such other relief as may be just and proper.

*[Remainder of page intentionally left blank.]*

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<sup>2</sup> The Committee has rejected the proposal and offered a “bridge order” extending exclusivity through the Sale Hearing, but such a proposal is untenable given that the half-day reserved for the Sale Hearing is already looking insufficient for the litany of issues being raised by the Committee with respect to the sale.

Respectfully submitted this 16th day of August, 2021.

**GRAY REED**

By: /s/ Jason S. Brookner

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AND DEBTORS IN POSSESSION**

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on the 16th day of August, 2021, he caused a true and correct copy of the foregoing pleading to be served via CM/ECF on all parties who have subscribed for electronic notice in this case.

/s/ Jason S. Brookner  
Jason S. Brookner