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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)
	§	

WITNESS AND EXHIBIT LIST

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby file this Witness and Exhibit List for the hearings scheduled for August 24, 2021 at 9:30 a.m. (Central Time) via Webex.

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.

WITNESSES

The Debtors may call one or more of the following witnesses at the hearing, live or by declaration:

1. Mark Shapiro, Chief Restructuring Officer of the Debtors;
2. Martin Cortes, Chief Financial Officer of the Debtors;
3. Nathan Calvert, Representative for the Debtors;
4. All witnesses called by any other party; and
5. Any witnesses necessary for impeachment, depending upon the witnesses and evidence presented by other parties.

EXHIBITS

The Debtors designate the following exhibits:

EXHIBIT NUMBER	DESCRIPTION	M A R K E D	O F F E R E D	O B J E C T	A D M I T	D A T E	DISPOSITION AFTER TRIAL
1.	<i>Notice of (I) Cancellation of Auction, (II) Designation of VitaNova Brands, LLC as Successful Bidder, including (A) the Proposed Form of Asset Purchase Agreement and (B) the List of Assumed Executory Contracts and Unexpired Leases; and (III) the Proposed Form of Sale Order [Docket No. 326]</i>						
2.	<i>Third Amended Notice of Sale Hearing [Docket No. 330]</i>						
3.	<i>Declaration of Mark Shapiro in Support of the Debtors' Motion for an Order Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims and Interests [Docket No.]</i>						
4.	B. Riley Advisory Sale Process Overview, Potential Bidder Outreach Summary and Key Financials						
5.	<i>Asset Purchase Agreement [Docket No. 326-1]</i>						

EXHIBIT NUMBER	DESCRIPTION	M A R K E D	O F F E R E D	O B J E C T	A D M I T	D A T E	DISPOSITION AFTER TRIAL
6.	<i>Assumed Contracts and Cure Schedule</i> [Docket No. 326-2]						
7.	Summary of Assumed Liabilities						
8.	Amended Schedules of Assets and Liabilities for Fresh Acquisitions, LLC [Case No. 21-30721 Docket No. 231]						
9.	Amended Schedules of Assets and Liabilities for Buffets, LLC [Case No. 21-30723, Docket No. 12]						
10.	Amended Schedules of Assets and Liabilities for Tahoe Joe's, Inc. [Case No. 21-30725, Docket No. 12]						
11.	Summary of Affiliate Transfers						
12.	Amended Statement of Financial Affairs, Fresh Acquisitions, LLC [Case No. 21-30721, Docket No. 230]						
13.	Amended Statement of Financial Affairs, Buffets, LLC [Case No. 21-30723, Docket No. 11]						
14.	Amended Statement of Financial Affairs, Tahoe Joe's, Inc. [Case No. 21-30725, Docket No. 11]						
15.	Amended Statement of Financial Affairs, FMP SA Management Group, LLC [Case No. 21-30731, Docket No. 10]						
16.	Amended Statement of Financial Affairs, Alamo Buffets Payroll, LLC [Case No. 21-30734, Docket No. 10]						
17.	Dynamic Foods Summary of Invoices						
18.	New Value Analysis of Payments to Alamo Dynamic, LLC						
19.	<i>In re Buffet Partners, L.P., Notice of Filing of Stalking Horse Purchase Agreement</i> [Case No. 14-30699, Docket No. 233]						

EXHIBIT NUMBER	DESCRIPTION	M A R K E D	O F F E R E D	O B J E C T	A D M I T	D A T E	DISPOSITION AFTER TRIAL
20.	<i>In re Buffet Partners, L.P., Order (A) Approving the Sale of Substantially All Assets and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts</i> [Case No. 14-30699, Docket No. 364]						
21.	Commercial Loan Agreement, January 2, 2015, between Arizona Bank & Trust, as Lender, and Alamo Dynamic, LLC & Fresh Acquisitions, LLC, as Co-Borrowers						
22.	Promissory Note, January 2, 2015, between Arizona Bank & Trust, as Lender, and Alamo Dynamic, LLC & Fresh Acquisitions, LLC, as Co-Borrowers						
23.	Amended Promissory Note, January 2, 2015, between Arizona Bank & Trust, as Lender, and Alamo Dynamic, LLC & Fresh Acquisitions, LLC, as Co-Borrowers						
24.	Guaranty of Repayment, Alamo Dynamic, LLC to Chatham Credit Management III, LLC						
25.	Deed of Trust, Dated January 2, 2015 (Grantee: Fresh Acquisitions, LLC)						
26.	Promissory Note, June 29, 2015, between Arizona Bank & Trust, as Lender, and Alamo Dynamic, LLC & Fresh Acquisitions, LLC, as Co-Borrowers						
27.	Amended Promissory Note, June 29, 2015, between Arizona Bank & Trust, as Lender, and Alamo Dynamic, LLC & Fresh Acquisitions, LLC, as Co-Borrowers						
28.	Special Warranty Deed, Dated June 29, 2015, Recorded August 10, 2015 (Grantee: Alamo Dynamic, LLC)						
29.	Modification to Deed of Trust, Dated June 29, 2015, Recorded August 10, 2015 (Grantee: Alamo Dynamic, LLC)						
30.	Lubbock County Online Property Records						
31.	Debtor Loan Draws and Repayments						
32.	Loan Activity – Buffets/Tahoe Joe’s						

EXHIBIT NUMBER	DESCRIPTION	M A R K E D	O F F E R E D	O B J E C T	A D M I T	D A T E	DISPOSITION AFTER TRIAL
33.	Furr's Loan Draws and Repayments						
34.	Amended and Restated Management Agreement, dated August 18, 2015 (Fresh Acquisitions, LLC / FMP SA Management Group, LLC)						
35.	Management Agreement, dated _____, 2017 (Buffets, LLC / TXFMP Management, LLC)						
36.	Management Agreement, dated January 1, 2021 (Buffets, LLC / VitaNova Brands, LLC)						
37.	Management Fees Paid by Debtor vs Sales and Fee Rate						
38.	Buffets-Tahoe Joes Management Fees GL Detail						
39.	Fresh Acquisitions Management Fees GL Detail						
40.	Tahoe Joe's General Ledger Report YTD						
41.	Tahoe Joe's Trial Balance Report YTD						
42.	Tahoe Joe's Trial Balance Summary 2018-2021						
43.	Fresh Acquisitions Trial Balance Report YTD						
44.	Promissory Note, April 15, 2020, between Arizona Bank & Trust, as Lender, and Fresh Acquisitions, LLC, as Borrower						
45.	Promissory Note, April 16, 2020, between Arizona Bank & Trust, as Lender, and Buffets, LLC, as Borrower						
46.	Buffets, LLC PPP Loan Forgiveness Documentation						
47.	Organizational Chart						
48.	Original Approved Budget [Page 91 of Docket No. 157]						
49.	Approved Amended Budget [Page 4 of Docket No. 346]						
50.	Any exhibits offered by any other party.						

The Debtors reserve the right to use and/or present demonstratives for any purpose. The Debtors also reserve the right to use exhibits, demonstratives, and testimony not listed here for impeachment purposes at the hearing.

The Debtors reserve the right to supplement or amend this Witness and Exhibit List any time prior to the hearing.

Respectfully submitted this 22th day of August, 2021.

GRAY REED

By: /s/ Jason S. Brookner

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CERTIFICATE OF SERVICE

I certify that on August 22, 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