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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.	§	(Joint Administration Requested)

**MOTION FOR EMERGENCY HEARING  
ON THE DEBTORS’ EMERGENCY MOTION FOR (I) AN 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  
THE FORM AND MANNER OF NOTICE TO CONTRACT COUNTERPARTIES;  
AND (II) AN ORDER APPROVING THE SALE OF SUBSTANTIALLY ALL OF  
THE DEBTORS’ ASSETS FREE AND CLEAR OF LIENS, CLAIMS, AND INTERESTS**

<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.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state as follows in support of this motion (this “Motion for Emergency Hearing”):

1. On September 20, 2021, the Debtors filed the *Debtors’ Emergency Motion for (I) an 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 the Form of Notice to Contract Counterparties; and (II) an Order Approving the Sale of Substantially all of the Debtors’ Assets Free and Clear of Liens, Claims, and Interests* [Docket No. 424] (the “Bidding Procedures Motion”).<sup>2</sup>

2. As evident from the docket for these bankruptcy cases, including the Termination Notice filed at Docket No. 416 and the agreed order entered in response to such Termination Notice, the Debtors have only a finite amount of time and resources to consummate a sale of their assets to maximize their value. While the Debtors have been marketing their assets continuously over the last several months, the Debtors seek an emergency hearing on the Bidding Procedures Motion at this time so that they may hold an auction and seek final approval of the resulting sale within the time permitted by the DIP Lender. As further detailed in the Bidding Procedures Motion, the Debtors have negotiated a proposed stalking horse asset purchase agreement with a third party buyer and have received at least one other indication of interest from a third party buyer. The Debtors believe there is sufficient interest to warrant an expedited auction process under these circumstances. The Debtors respectfully submit that promptly concluding the marketing process for their assets will maximize the value thereof. Moreover, it is critical for the Debtors to execute the Proposed Sale expeditiously to reduce the costs associated with maintaining and operating the

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Motion.

Tahoe Joe's business and expenses associated with a lengthy chapter 11 process. A proposed expedited sale timeline is detailed in the Bidding Procedures Motion.

3. The Debtors respectfully request that the Court consider the Bidding Procedures Motion on **September 21, 2021 at 1:30 p.m. (CT)** so that they may move forward with the proposed expedited sale timeline referenced above and detailed in the Bidding Procedures Motion.

4. As indicated in the certificate of conference below, the Debtors have conferred with the respective counsel to the DIP Lender, the U.S. Trustee, and the Official Committee of Unsecured Creditors regarding the relief requested herein. None of these parties are opposed to emergency consideration of the Bidding Procedures Motion.

5. If this Motion for Emergency Hearing is granted, the Debtors will promptly file a notice of hearing, which will be served via electronic mail or U.S. First Class Mail on the limited service list maintained in these chapter 11 cases. Any additional notice will be provided as the Court directs.

WHEREFORE, the Debtors respectfully request that this Court enter an order substantially in the form attached hereto as **Exhibit A**, setting an emergency hearing on the Bidding Procedures Motion on **September 21, 2021 at 1:30 p.m. (CT)** and granting such other and further relief as may be just and proper.

Respectfully submitted this 20th day of September, 2021.

**GRAY REED**

By: /s/ Jason S. Brookner  
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Aaron M. Kaufman  
Texas Bar No. 24060067  
Amber M. Carson  
Texas Bar No. 24075610  
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**COUNSEL TO THE DEBTORS  
AND DEBTORS IN POSSESSION**

**CERTIFICATE OF SERVICE**

I certify that on September 20, 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 September 15, 2021, and in the days the followed, I conferred via email and phone with: (i) Meredyth Kippes, trial counsel for the Offices of the United States Trustee; (ii) Michael Sutherland, counsel to the Debtors' DIP Lender; and (iii) Carolyn Johnsen and William Novotny, counsel to the Official Committee of Unsecured Creditors regarding the relief sought herein. None of these parties are opposed to emergency consideration of the Bidding Procedures Motion.

/s/ Aaron M. Kaufman  
Aaron M. Kaufman

**Exhibit A**

**Proposed 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>,<sup>1</sup></p> <p style="text-align: right;">Debtors.</p>	<p>§</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>(Joint Administration Requested)</p> <p><b>Re: Docket No. ___</b></p>
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**ORDER GRANTING MOTION FOR EMERGENCY HEARING  
ON THE DEBTORS' EMERGENCY MOTION FOR (I) AN 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  
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AND (II) AN ORDER APPROVING THE SALE OF SUBSTANTIALLY ALL OF  
THE DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, AND INTERESTS**

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<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.

Upon the motion (the “Motion for Emergency Hearing”)<sup>2</sup> filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for an emergency hearing on the *Debtors’ Emergency Motion for (I) an 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 the Form of Notice to Contract Counterparties; and (II) an Order Approving the Sale of Substantially all of the Debtors’ Assets Free and Clear of Liens, Claims, and Interests* [Docket No. 424] (the “Bidding Procedures Motion”); and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); 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 reviewed the Motion and determined that cause exists for granting the requested relief, it is HEREBY ORDERED THAT:

1. The Motion for Emergency Hearing is granted as set forth herein.
2. A hearing will be held on the Bidding Procedures Motion on **September 21, 2021 at 1:30 p.m. (prevailing Central Time)** before the Honorable Stacey G. C. Jernigan, United States Bankruptcy Judge for the Northern District of Texas, at the Earle Cabell Federal Building, 1100 Commerce Street, 14th Floor, Courtroom #1, Dallas, Texas 75242.
3. The Debtors shall promptly provide notice of the Hearing to all parties on the limited service list maintained in these chapter 11 cases.
4. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Motion.

### END OF ORDER ###

Submitted by:

Jason S. Brookner  
Texas Bar No. 24033684

Aaron M. Kaufman  
Texas Bar No. 24060067

Amber M. Carson  
Texas Bar No. 24075610

**GRAY REED**

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