

**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)
	§	

NOTICE OF BID DEADLINE, AUCTION, AND SALE HEARING

PLEASE TAKE NOTICE that 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 Cure Procedures and the Form and Manner of Notice Thereof; 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 "Motion").

PLEASE TAKE FURTHER NOTICE that on September 21, 2021, the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "Bankruptcy Court") entered its *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. 436] (the "Bidding Procedures Order") approving certain bidding procedures attached thereto as Appendix 1.

PLEASE TAKE FURTHER NOTICE that all interested parties are invited to seek to become a Qualified Bidder and submit a Qualified Bid to purchase all or a portion of the Debtors' businesses and assets in accordance with the terms of the Bidding Procedures Order and the bidding procedures. The deadline for Potential Bidders to submit Qualified Bids is **September 29, 2021 at 4:00 p.m. (CT)**.

PLEASE TAKE FURTHER NOTICE that, in accordance with the Bidding Procedures Order, unless cancelled, an Auction will take place on October 1, 2021 commencing at 10:00 a.m. Central Time at the offices of Gray Reed, 1601 Elm Street, Suite 4600, Dallas, Texas 75201. The Auction will proceed, and be conducted, pursuant to the terms of the Bidding Procedures.

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.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bidding Procedures Order, the Debtors have included in Exhibit B to the Motion adequate notice (the “Cure Notice”) of proposed cure costs (each a “Cure Cost,” and collectively, the “Cure Costs”) for all the executory contracts and unexpired leases (collectively, the “Potential Assumed Contracts and Leases”) that may be included as part of the sale of the Debtors’ assets and the proposed Cure Cost for each such lease or contract to the successful bidder(s) at Auction.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bidding Procedures Order, the Cure Costs set forth in the Cure Notice shall be binding on all parties unless an objection thereto is timely filed and served. If an objection to the assumption and assignment of the Potential Assumed Contracts and Leases or to the Cure Notice and any Cure Cost cannot be resolved consensually among the parties, the Court will set a hearing to determine such matters as soon thereafter as is practicable, and the Debtors are permitted to give notice only to the objecting party and those parties who have filed a notice of appearance. The failure to timely file and serve an objection shall be deemed consent to the assumption and assignment of the Potential Assumed Contracts and Leases and to the Cure Costs and any and all objections thereto shall be deemed forever released and waived.

PLEASE TAKE FURTHER NOTICE that the inclusion of any contracts or leases on the Potential Assumed Contracts and Leases shall not constitute or be deemed to be a determination or admission by the Debtors that such document is, in fact, an executory contract or unexpired lease within the meaning of the Bankruptcy Code (all rights with respect thereto being expressly reserved).

PLEASE TAKE FURTHER NOTICE that a hearing on the sale of the Debtors’ assets, including the assumption and assignment of any executory contracts (the “Sale Hearing”), will take place on **October 7, 2021 at 9:30 a.m. Central Time** in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division, Earle Cabell Federal Building, 1100 Commerce Street, 14th Floor, Dallas, Texas 75242. Unless otherwise notified, the Sale Hearing will be conducted remotely using the Court’s WebEx system by clicking on the following link: <https://us-courts.webex.com/meet/jerniga>. Parties are encouraged to review the Court’s WebEx Hearing Instructions prior to attending any such hearing. As set forth in the Bidding Procedures, the Auction and the Sale Hearing may be cancelled, with a notice of cancellation to be filed by the Debtors with the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that any Objection (as defined in the Bidding Procedures Order) to the Motion, a Cure Cost, or the Proposed Sale shall be filed with the Bankruptcy Court and served on the following parties so as to be actually received no later than **4:00 p.m. Central Time on October 5, 2021** (the “Objection Deadline”): (a) counsel to the Debtors, Gray Reed, 1601 Elm Street, Suite 4600, Dallas, Texas 75201 (Attn: Jason S. Brookner (jbrookner@grayreed.com), Aaron M. Kaufman (akaufman@grayreed.com), and Amber M. Carson (acarson@grayreed.com)); (b) the Office of the U.S. Trustee, 1100 Commerce Street, Room 976, Dallas, Texas 75242 (Attn: Meredyth A. Kippes (meredyth.a.kippes@usdoj.gov)); (c) counsel to AB&T, Engelman Berger, PC, 2800 North Central Avenue, Suite 1200, Phoenix, Arizona 85004 (Attn: Patrick A. Clisham (pac@eblawyers.com)); (d) counsel to the DIP Lender, Carrington Coleman, 901 Main Street, Suite 5500, Dallas, Texas 75202 (Attn: J. Michael

Sutherland (msutherland@ccsb.com); and (e) counsel to the Committee, Dickinson Wright, PLLC, 1850 N. Central Avenue, Suites 1400, Phoenix, Arizona 85004 (Attn: Carolyn J. Johnsen (CJJohnsen@dickinson-wright.com) and William L. Novotny (WNovotny@dickinsonwright.com)).

PLEASE TAKE FURTHER NOTICE that the failure to timely file and serve an Objection by the Objection Deadline shall be a bar to the assertion prior to, at the Sale Hearing, or thereafter, of any such objection to the Motion, the Sale, the Debtors' consummation of the Proposed Sale, or the proposed assumption and assignment of any executory contracts or unexpired leases. Failure to file and serve an Objection by the Objection Deadline shall be deemed to be consent to the Sale for purposes of Bankruptcy Code section 363(f) and a waiver of any preferential purchase rights or other similar rights to acquire any of the Debtors' assets.

PLEASE TAKE FURTHER NOTICE that copies of pleadings related to the proposed sale(s), including the Bidding Procedures Order (and attached Bidding Procedures) approved by the Bankruptcy Court, are available for free at www.bmcgroup.com/fresh, or on the Bankruptcy Court's website (for a fee) at www.txnb.uscourts.gov.

Respectfully submitted this 22nd day of September, 2021.

GRAY REED

By: Jason S. Brookner

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**COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION**

CERTIFICATE OF SERVICE

I certify that on September 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.

Jason S. Brookner

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