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**PROPOSED 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**
§
BFN Operations LLC, et. al., § **Case No.: 16 - 32435**
§
Debtors. § **(Joint Administration Requested)**

**NOTICE OF COMMENCEMENT OF CHAPTER 11 CASES
AND EMERGENCY HEARING ON CERTAIN FIRST-DAY MATTERS**

PLEASE TAKE NOTICE that on June 17, 2016 (the “**Petition Date**”), the Debtors¹ in the above-captioned cases (the “**Chapter 11 Cases**”), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Northern District of Texas (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that on the Petition Date, in addition to its

¹ The five debtors in these chapter 11 cases (each a “**Debtor**” and collectively, the “**Debtors**”) and the last four digits of each Debtor’s federal tax identification number are as follows: BFN Operations LLC (3891) (“**BFN Operations**”); BFN Properties LLC (4117) (“**BFN Properties**”); BFN Holdings, LLC (3817) (“**BFN Holdings**”); BFN Property Management LLC (4048) (“**BFN Management**”); and BFN Investment Holdings LLC (6330) (“**BFN Investment**”). The Debtors’ principal place of business is located at 8700 Freeport Parkway, Ste. 100, Irving, Texas 75063.

chapter 11 petition and other related matters, the Debtors filed (or will file) the following listed first-day motions and related pleadings (collectively, the “**First-Day Pleadings**”):

- (i) *Motion for Joint Administration* [Docket No. 3];
- (ii) *Notice of Designation as Complex Chapter 11 Bankruptcy Case* [Docket No. 6];
- (iii) *Application for Order Authorizing Retention and Employment of Upshot Services LLC as Noticing, Claims, and Balloting Agent as of the Petition Date* (the “**Claims Agent Application**”) [Docket No. 4];
- (iv) *Motion to Establish Notice Procedures* [Docket No. 7];
- (v) *Motion for Order Extending Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “**Schedules Extension Motion**”) [Docket No. 8];
- (vi) *Motion for an Interim and Final Order Authorizing Continued Use of Existing (i) Cash Management System; (ii) Accounts and Business Forms; and (iii) Deposit Practices* (the “**Cash Management Motion**”) [Docket No. 9];
- (vii) *Motion for Authority to (I) Pay Prepetition Insurance Obligations, (II) Continue Administering Insurance Policies; and (III) Continue to Pay Claims to the Extent They Become Due and Payable* (the “**Insurance Motion**”) [Docket No. 11];
- (viii) *Motion for Order Authorizing the Debtors to Pay Prepetition Sales, Use, and Other Taxes and Related Obligations* (the “**Tax Motion**”) [Docket No. 12];
- (ix) *Emergency Motion for Authority to Pay Prepetition Wages and Other Employee-Benefit Claims* (the “**Prepetition Wages Motion**”) [Docket No. 13];
- (x) *Motion for Entry of an Order Authorizing the Debtors to Maintain and Administer Customer Programs and Honor Prepetition Obligations Related Thereto* (the “**Customer Program Motion**”) [Docket No. 14];
- (xi) *Motion for Authority to Pay Or Honor Prepetition Obligations to Certain Critical Vendors* (the “**Critical Vendors Motion**”) [Docket No. 15];
- (xii) *Emergency Motion for Entry of Interim and Final Orders (i) Authorizing the Debtors to Obtain Post-Petition Financing; (ii) Granting Liens and Superpriority Administrative Expense Status; (iii) Modifying the Automatic Stay; and (iv) Establishing the Form and Manner of Notice for Final Hearing* (the “**DIP Motion**”) [Docket No. 22]; and,

- (xiii) *Motion for Expedited Consideration and to Shorten Objection Deadline to the Debtors' Expedited Motion for Order (i) Approving Bid Procedures Relating to Sale of Substantially All of the Estates' Assets; (ii) Approving Procedure for Granting Bid Protections; (iii) Scheduling Objection Deadlines, Auction, and Hearing to Approve the Sale; (iv) Approving the Form and Manner of Notices; (v) Establishing Procedures Relating to Assumption and Assignment of Certain Contracts, Including Notice of Proposed Cure Amounts; and (vi) Granting Related Relief (the "Motion to Expedite"); [Docket No. 21].*

PLEASE TAKE NOTICE that the above matters are set for emergency hearing on **Monday, June 20, 2016 at 1:30 p.m.** before the Honorable Harlin D. Hale, Bankruptcy Judge for the Northern District of Texas, Dallas Division, at Earle Cabell Federal Building, 1100 Commerce St., 14th Floor, Dallas, TX 75242-1496.

PLEASE TAKE FURTHER NOTICE that *your rights may be affected.* You should read the **First-Day Pleadings** carefully and discuss them with your attorney, if you have one in connection with the Bankruptcy Case. (If you do not have an attorney, you may wish to consult with one).

I.
NOTICE

1. No trustee, examiner, or statutory creditors' committee has been appointed in these Chapter 11 cases. This Motion has been provided to: (i) the Office of the United States Trustee for the Northern District of Texas; (ii) to each of the Debtors' secured lenders; (iii) counsel to the agents of each of the Debtors' secured lenders (iv) the twenty (20) largest unsecured creditors of these Chapter 11 Cases (on a consolidated basis); (v) the Internal Revenue Service; and (vi) all parties in interest who have formally appeared and requested notice. The Debtors respectfully submit that no further notice of this Motion is required.

2. The pleadings in these Chapter 11 Cases and supporting papers are available on the Debtors' website at www.upshotservices.com/ZelenkaFarms or on the Bankruptcy Court's

website at <https://ecf.txnb.uscourts.gov/>. You can request any pleading you need from (i) the proposed noticing agent at: UpShot Services LLC, 8269 E. 23rd Avenue, Suite 275, Denver, Colorado, 80238, 855-812-6112 (toll-free), (ZelenkaFarmsInfo@upshotservices.com) or (ii) counsel for the Debtors at: Gardere Wynne Sewell LLP, c/o Mark C. Moore, 1601 Elm Street, Suite 3000, Dallas, Texas 75201 (mmoore@gardere.com).

DATED: June 18, 2016

Respectfully submitted by:

/s/ Holland N. O'Neil

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CERTIFICATE OF SERVICE

I hereby certify that, on June 18, 2016, a true and correct copy of the foregoing document was served electronically by the Court's PACER system.

/s/ Holland N. O'Neil
Holland N. O'Neil