

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION**

**IN RE:** § **CASE NO. 25-50245**  
§  
**ALAMO BEER COMPANY, LLC** § **CHAPTER 11**  
§  
**Debtor** §

**NOTICE OF AUCTION AND BID PROCEDURES**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

**A. The Bid Procedures Order**

1. On April 17<sup>th</sup>, 2025, the Honorable Craig A. Gargotta, United States Bankruptcy Judge for the Western District of Texas, San Antonio Division (the “Bankruptcy Court”) entered an Order Granting Debtor’s Motion to (A) Establish Bidding Procedures in Connection with the Sale of Substantially All of the Debtor’s Property; (B) Authorize the Debtor to Select a Designated Purchaser or a Stalking Horse Bidder and/or Hold an Auction; (C) Approve the Form and Manner of Notice; and (D) Grant Related Relief (the “Bid Procedures Order”).

2. Pursuant to the Bid Procedures Order, the United States Bankruptcy Court will conduct an auction (the “Auction”) to determine the highest and best offer from a party interested in purchasing the Real Property and Business<sup>2</sup>.

**B. Bid Procedures**

3. The following bid procedures, as set forth in the Bid Procedures Order<sup>3</sup> shall apply:

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<sup>2</sup> The “Real Property and Business” as defined in the Motion includes the Debtor’s fee interest in the real property and improvements and any personal property, leases and executory contracts to be conveyed pursuant to a Proposed Earnest Money Contract. The Real Property and Business may be purchased separately, although a “package” bid for the Real Property and Business is preferred.

<sup>3</sup> The Court may adopt such other rules for the Auction as necessary to promote the goals of obtaining the highest and best offers for the estate, its creditors and stakeholders.

- a) To complete a sale of the Real Property and Business, subject to consent of the Lender, the Debtor may select any of the following approaches: (i) the designation of a stalking horse bidder and then holding an auction; or (ii) an auction with no stalking horse bidder (each approach a “Transaction”). Any Transaction entered into by the Debtor will be subject to the final approval of this Court pursuant to an Order approving the Sale (“Sale Order”).
- b) The Debtor, with the assistance of JJ Real Co, Inc. (“JJ”), shall continue marketing the Real Property and Business for potential sale. A party wishing to become a Potential Buyer, as defined below, and gain access to the Debtor’s due diligence materials, must, if they have not already done so: (i) execute a confidentiality agreement in a form acceptable to the Debtor; and (ii) produce financial statements or other documents that demonstrate, to JJ’s and the Debtor’s satisfaction, that such interested party is financially capable of closing on a Transaction within a time period required under the Bid Procedures Order. Upon satisfaction of the foregoing requirements, the interested party will be considered a “Potential Buyer.” All inquiries regarding access to the Debtor’s due diligence materials should be directed to JJ:

JJ Real Co, Inc.  
Attn: Jeremy Jessop  
824 Broadway St., Suite 110  
San Antonio, TX 78215  
Tel. No. (210) 386-3970  
Email: [jj@jjrealco.com](mailto:jj@jjrealco.com)

- c) In order to become a “Qualified Bidder”, any offer from a Potential Buyer submitted to the Debtor must conform to the following requirements to be considered. Such offer:
  - i. shall not contain any contingencies for the Potential Buyer’s ability

to obtain financing or conduct additional due diligence, and shall be for all cash payable in full upon closing (unless another payment structure is accepted by the Debtor in consultation with its Lender);

ii. shall not contain any condition to closing on the receipt of any third-party approval (excluding approvals required by the Bankruptcy Court or any governmental or regulatory agency);

iii. shall provide that the Qualified Offer is irrevocable through the earlier of the closing of any transaction with a winning bidder or **June 30<sup>th</sup>, 2025**;

iv. must acknowledge that the Potential Buyer has: (a) had the opportunity to conduct its own due diligence and independent review of the Real Property and Business and associated assets, if any, and financial information; and (b) relied solely upon its own due diligence, and not any oral or written statements of the Debtor, its professionals, or any other third party;

v. if a Stalking Horse Bid or Qualified Offer, it shall be accompanied by a Proposed Earnest Money Contract; and

vi. must be received by the Debtor no later than the applicable Bid Deadline.

(f) If there are two or more Qualified Bidders for the Real Property and Business (regardless of whether there is a Stalking Horse Bid), the Court shall conduct an auction (the “Auction”). The Auction will be a “public outcry” auction. Any party electing to participate in the Auction shall submit a Qualified Offer which does not require Break-up Fees. Prior to the Bid Deadline. In connection with such offers, the Debtor shall provide Potential Buyers with a template earnest money contract (the “Proposed Earnest Money Contract”). Qualified Offers for the action shall conform substantially to the Proposed Earnest Money Contract. The Court will only accept bids from Qualified Bidders, the Stalking Horse Bidder (if any), and to the extent of their Credit Bid Amount (as defined below), the Lender (collectively, the “Bidding Parties” or each a “Bidding Party”). Only the Bidding Parties’ offers will be considered by the Debtor. Qualified Offers shall be

submitted to JJ and Debtor's counsel on or before **May 30<sup>th</sup>, 2025** (the "Bid Deadline").

(g) In order to ensure that the Real Property and Business's value is truly maximized the following bid procedures shall apply, so that competing offers for the Real Property and Business shall be accepted only if they meet the following requirements:

(i) Qualified Bids evidenced the Proposed Earnest Money Contract submitted to Debtor through Debtor's attorney and JJ no later than the Bid Deadline (or such other date as approved by the Court) shall include with an earnest money deposit (the "Deposit") in an amount of equal to \$75,000.00.

The Proposed Bid (including, without limitation, the Deposit and an original counterpart of the executed Proposed Earnest Money Contract) should be delivered to JJ and Debtor's counsel.

(ii) Any Qualified Bid must also propose a competing bid which is greater than the purchase price contained in the Stalking Horse Proposed Earnest Money Contract by at least \$100,000.00; and by its terms, remain open for acceptance through the earlier of the closing of any transaction with a winning bidder or June 30<sup>th</sup>, 2025;

h) All Qualified Bidders must attend an auction sale (to be conducted by the Court and/or counsel for Debtor or such as approved by the Court) (the "Auction Sale") at the United States Bankruptcy Court, Courtroom #3, 615 E. Houston, 5th Floor, San Antonio, TX 78205 on **June 3<sup>rd</sup>, 2025 at 9:00 a.m. CDT.**;

i) At the Auction Sale, bidding for the Real Property and Business will be conducted in minimum incremental bids of \$75,000.00 (or such smaller or larger increment as the Court deems appropriate under the circumstances). For the avoidance of doubt, the Court

shall have complete discretion to structure the auction and the bidding in a manner it deems necessary to maximize value for creditor constituencies;

j) Following the conclusion of bidding, the Court shall determine which bid generates the greatest amount for Debtor's estate;

k) At the Sale Hearing, Debtor shall seek Court approval for the sale of the Real Property and Business and assignment of any or all executory contracts free and clear of all liens, claims and encumbrances and on terms and conditions as approved by the Court.

The Debtor shall also seek approval of one or more back-up bids;

l) Qualified Offers made prior to or at the Sale Hearing may be withdrawn after they are made but any entity's refusal or failure to comply with its offer after acceptance of same by Debtor and approval by the Court shall entitle Debtor to retain the Deposit;

m) Debtor (after consultation with its counsel and JJ) reserves the right to reject any proposed higher and better offer which, in its discretion, is deemed inadequate or insufficient or which is contrary to the best interests of the estate. Debtor intends to submit any disputes which may arise in connection with the bidding process to the Bankruptcy Court for determination on an expedited basis;

4. The Debtor will ask the Court to approve the Successful Bidder, and, if applicable, the Back-up Bidder, or the Designated Purchaser, and the sale of the Real Property and Business and assignment of assumed leases free and clear of all liens, claims and encumbrances during a hearing (immediately after the Auction) on the sale under 11 U.S.C. 363 on **June 3<sup>rd</sup>, 2025** at 9:00 a.m. CDT in Courtroom No. 3, 5<sup>th</sup> Floor, 615 E. Houston St., San Antonio, TX 78205(the "Sale Hearing").

5. The closing of the sale of the Real Property and Business shall occur on or before

**June 25th, 2025.** If the Successful Bidder refuses or is unable to close and a Back-up Bidder has been selected, then the Back-up Bidder shall close under the terms of the Back-up Bid within thirty (30) days after being notified of the failure of the Successful Bidder to close.

6. Nothing herein shall prevent the Lender from becoming a Qualified Bidder, provided that the Lender submits an offer which satisfies each of the requirements of paragraph 2(c)(i)-(vi) above.

7. ***Pursuant to Section 363(n) and other applicable law, collusion in the bidding process is not permitted, and may be prosecutable as a bankruptcy crime. The occurrence of any such collusion will be investigated and pursued civilly and criminally and may be referred to the United States Attorney.***

8. Questions concerning these Bid Procedures should be addressed to the undersigned counsel for the Debtor.

9. However, in the case of a conflict between this Notice and the Bid Procedures Order, the Bid Procedures Order controls. A copy of the Bid Procedures Order is included herewith.

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