

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: COUNTRY FRESH HOLDING COMPANY INC., et al., <div style="text-align: right;">Debtors.¹</div>	§ § § § § § §	Chapter 7 Case No. 21-30574 (MI) (Jointly Administered)
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**CERTIFICATE OF COUNSEL REGARDING FIRST INTERIM FEE
APPLICATION OF PRICEWATERHOUSECOOPERS LLP FOR
COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR
TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM MARCH 2, 2021 THROUGH APRIL 30, 2021**

Pursuant to the Procedures for Complex Cases in the Southern District of Texas, the undersigned counsel for the Official Committee of Unsecured Creditors appointed in the above-captioned cases (the “Committee”) hereby certifies as follows:

1. On June 1, 2021, PricewaterhouseCoopers LLP (“PwC”) filed its *First Interim Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to Official Committee of Unsecured Creditors for the Period from March 2, 2021 Through April 30, 2021* [Dkt. No. 670] (the “Application”).

¹ The Debtors in these Chapter 11 cases and the last four digits of each Debtors’ taxpayer identification number are as follows: Country Fresh Holding Company Inc. (7822); Country Fresh Midco Corp. (0702); Country Fresh Acquisition Corp. (5936); Country Fresh Holdings, LLC (7551); Country Fresh LLC (1258); Country Fresh Dallas, LLC (7237); Country Fresh Carolina, LLC (8026); Country Fresh Midwest, LLC (0065); Country Fresh Orlando, LLC (7876); Country Fresh Transportation LLC (8244) CF Products, LLC (8404) Country Fresh Manufacturing, LLC (7839); Champlain Valley Specialty of New York, Inc. (9030); Country Fresh Pennsylvania, LLC (7969); Sun Rich Fresh Foods (NV) Inc. (5526); Sun Rich Fresh Foods (USA) Inc. (0429); and Sun Rich Fresh Foods (PA) Inc. (4661). The Debtors’ principal place of business is 3200 Research Forest Drive, Suite A5, The Woodlands, TX, 77381.

2. On June 1, 2021, the Ad Hoc Group of Lenders filed the *Objection and Reservation of Rights of the Ad Hoc Group of Lenders to the First Combined Monthly Fee Statements of Kilpatrick Townsend & Stockton LLP and PricewaterhouseCoopers LLP, as Counsel and Financial Advisor, Respectively, to the Official Committee of Unsecured Creditors* [Dkt. No. 671].

3. On June 1, 2021, the Debtors filed the *Debtors' Notice of Objection to the Fee Statements of Committee Counsel and Committee Financial Advisor and Joinder to Objection and Reservation of Rights of the Ad Hoc Group of Lenders to the First Combined Monthly Fee Statements of Kilpatrick Townsend & Stockton LLP and PricewaterhouseCoopers LLP, as Counsel and Financial Advisor, Respectively, to the Official Committee of Unsecured Creditors* [Dkt. No. 672].

4. On June 15, 2021, PwC filed the *Declaration of Steven J. Fleming in Support of the First Interim Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to Official Committee of Unsecured Creditors for the Period from March 2, 2021 Through April 30, 2021* [Dkt. No. 696].

5. The deadline for parties to file objections to the relief requested in the Application was June 22, 2021. The undersigned counsel certifies that all objections to the fees and expenses sought in the Application have now been resolved.

6. The Committee requests that the Court enter the attached proposed order at its earliest convenience.

Dated: June 28, 2021

By: /s/ Paul M. Rosenblatt
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CERTIFICATE OF SERVICE

I hereby certify that on this 28th day of June 2021, a true and correct copy of the foregoing document was served by electronic transmission upon all parties eligible to receive services through this Court's CM/ECF system.

/s/ Paul M. Rosenblatt

Paul M. Rosenblatt

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: COUNTRY FRESH HOLDING COMPANY INC., <i>et al.</i> , <div style="text-align: right;">Debtors.²</div>	§ § § § § § § §	Chapter 11 Case No. 21-30574 (MI) (Jointly Administered)
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**ORDER GRANTING FIRST INTERIM FEE APPLICATION OF
PRICEWATERHOUSECOOPERS LLP FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL
ADVISOR TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM MARCH 2, 2021 THROUGH APRIL 30, 2021**

Upon the *First Interim Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to Official Committee of Unsecured Creditors for the Period from March 2, 2021 Through April 30, 2021* (the “Application”)³ filed by PricewaterhouseCoopers LLP (“PwC”) for the period from March 2, 2021 through April 30, 2021 (the “Application Period”), and the Court having reviewed the Application and having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein, and upon all of the proceedings had

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³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

before the Court, and after due deliberation and sufficient cause appearing therefor, it is
HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein;
2. PwC is hereby allowed interim compensation for fees in the amount of \$366,484.50 incurred from March 2, 2021 through April 30, 2021.
3. The Chapter 7 Trustee is authorized and directed to pay to PwC the unpaid portion of the compensation and expenses awarded herein for the Application Period, which totals \$366,484.50.
4. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

SIGNED: _____

THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE