



ENTERED
06/30/2021

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

IN RE:

COUNTRY FRESH HOLDING
COMPANY, INC., *et. al.*¹

Debtors.

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Case No.: 21-30574

Jointly Administered

**ORDER GRANTING TRUSTEE'S *EMERGENCY* MOTION FOR AUTHORITY TO
OPERATE PURSUANT TO 11 U.S.C. § 721 AS OF JUNE 21, 2021**
[Related to Docket No. 736]

On this day came on to be considered the *Trustee's Emergency Motion For Authority to Operate Pursuant to 11 U.S.C. § 721 as of June 21, 2021* (the "**Motion**")¹ by Janet Northrup, Chapter 7 Trustee of the bankruptcy estate of Country Fresh Holding Company, Inc., *et. al.* ("**Trustee**"). The Court having considered the same is of the opinion that it should be in all things granted; it is therefore

ORDERED that the Trustee is authorized to operate and take any actions necessary or advisable in accordance with or as contemplated by the Sale Order, APA, TSA, Stipulations and Agreed Orders, and the Conversion Order. It is further

ORDERED that the Trustee is authorized to take all actions necessary or advisable to carry out the actions contemplated in the Sale Order, APA, TSA, Stipulations and Agreed Orders, and the Conversion Order, including but not limited to the following actions:

¹ The Debtors in these Chapter 7 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.

- (i) Hiring current or former employees to assist with the Wind-down Process and any actions contemplated by the Sale Order, APA, TSA, Stipulations and Agreed Orders, and the Conversion Order;
- (ii) Taking any actions necessary to maintain such employees such as making certain tax withholdings and employing Debtors' former payroll service provider Ceridian;
- (iii) Transferring Buyer's accounts receivable to Buyer;
- (iv) Approving transfers of funds related to the Carve Out Reserve and Buyer's pre-funding of obligations under the TSA, including those related to Contracts, Leases, Insurance Policies, and Permits (each as defined in the APA);
- (v) Preparing and filing any necessary post-conversion monthly operating reports and assisting with any pre-conversion monthly operating reports as necessary.

It is further

ORDERED in accordance with the Conversion Order, the Trustee is authorized to use cash collateral in accordance with a budget to be agreed between the Ad Hoc Group of Secured Lenders and the Trustee.

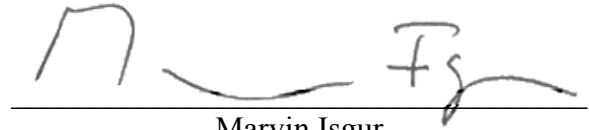
ORDERED that to the extent applicable, Rules 6004(h) and 6006(d) of the Federal Rules of Bankruptcy Procedure are waived and this Order shall be effective and enforceable immediately upon entry. It is further

ORDERED that this Court retains exclusive jurisdiction with respect to all matters, claims, rights or disputes arising from or related to the implementation, interpretation, and enforcement of this Order and any other orders entered in these cases. It is further

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

ORDERED that this Order shall not modify any prior order of this Court, including, without limitation, the Sale Order, APA, TSA, Stipulations and Agreed Orders, the Conversion Order, and any other Sale Document (as defined in the Sale Order).

Signed: June 30, 2021

A handwritten signature in black ink, appearing to read 'M Isgur', is written over a horizontal line.

Marvin Isgur
United States Bankruptcy Judge