



ENTERED
07/14/2021

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

In re:	§ Chapter 7
COUNTRY FRESH HOLDING COMPANY INC., et. al.¹	§ Case No.: 21-30574 (MI)
Debtors.	§ Jointly Administered
	§

**STIPULATION AND AGREED ORDER AMENDING TRANSITION SERVICES
AGREEMENT AND ASSET PURCHASE AGREEMENT**

This stipulation and agreed order (“Stipulation and Agreed Order”) is entered into by and between Janet Northrup, as chapter 7 trustee (the “Trustee”) of the estates of Country Fresh Holding Company Inc., et al. (collectively, the “Debtors”) and Stellex/CF Buyer (US) LLC (the “Buyer”, and together with the Trustee on behalf of the Debtors, collectively, the “Parties”). The Parties hereby stipulate and agree as follows:

RECITALS

WHEREAS, on February 15, 2021, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code;

WHEREAS, on March 29, 2021, the Court approved the sale of substantially all the Debtors’ assets to the Buyer pursuant to the *Order Authorizing Country Fresh Holdings Company Inc. and Its Affiliated Debtors to (I) Sell Substantially All of the Debtors’ Assets Free and Clear*

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.

of All Liens, Claims, Encumbrances, and Interests, (II) Authorizing and Approving the Debtors' Performance under the APA, (III) Authorizing and Approving the Assumption and Assignment of Certain of the Debtors' Executory Contracts, Unexpired Leases, And Permits Related Thereto, and (IV) Granting Related Relief [Docket No. 437] (as the same has been and may further be amended, supplemented, or otherwise modified from time to time in accordance with its terms, together with all exhibits thereto, the "Sale Order");

WHEREAS, as authorized by the Sale Order, the Debtors and the Buyer entered into that certain Asset Purchase Agreement, dated as of April 29, 2021 (as the same has been and may further be amended, supplemented, or otherwise modified from time to time in accordance with its terms, together with all exhibits and schedules thereto, the "APA");

WHEREAS, as authorized by the Sale Order and the APA, the Debtors and the Buyer entered into the Transition Services Agreement, dated as of April 29, 2021 (as the same has been and may further be amended, supplemented, or otherwise modified from time to time in accordance with its terms, together with all exhibits and schedules thereto, the "TSA");²

WHEREAS, on April 29, 2021, the Closing of the sale with the Buyer occurred;

WHEREAS, on June 21, 2021, the Court entered the *Order (I) Authorizing and Approving the Conversion of the Chapter 11 Cases, (II) Extending the Designation Rights Period, and (III) Granting Related Relief* [Docket No. 719];

WHEREAS, on June 21, 2021, the Trustee was appointed as the Chapter 7 Trustee in the above-captioned cases; and

WHEREAS, the Parties have agreed to amend the APA and TSA as described below.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the TSA.

1. The recitals to this Stipulation and Agreed Order are incorporated as if fully set forth herein.
2. The APA and TSA shall be amended as set forth in this Stipulation and Agreed Order.
3. The first sentence of Section 3.1(e) of the APA shall be amended to change seventy-five (75) days to ninety (90) days.
4. The first sentence of Section 3.3 of the APA shall be amended as set forth below:
 - a. With respect to the Assets, within 30 days of the Closing Statement becoming final and binding upon the Parties, Buyer shall prepare and deliver to Sellers a statement allocating the Purchase Price between the aggregated Assets and the Assumed Liabilities.
5. Notwithstanding anything to the contrary in the TSA:
 - a. any amounts the Buyer has paid to the Debtors in advance in accordance with Section 11 of the TSA on account of Service Fees (other than Transition Employment Fees) that as of the date of entry of this Stipulation and Agreed Order have not been remitted to the vendor in accordance with the TSA to pay such Service Fees (other than Transition Employment Fees) that they were expressly earmarked for shall be returned to the Buyer as soon as possible in accordance with wire instructions to be separately provided by Buyer to counsel for the Trustee (the "Returned Funds");
 - b. the Buyer, for itself and for the benefit of the Trustee, shall use the Returned Funds to pay the Service Fees (other than Transition Employment Fees) that such Returned Funds were expressly earmarked for and paid to the Debtors in advance under the TSA;
 - c. through the remaining Term of the TSA, consistent with past practice, the Buyer shall deliver to the Trustee a schedule (in the form currently being provided by the Buyer) setting forth the Service Fees the Buyer is responsible to pay under the TSA and the Buyer, for itself and for the benefit of the Trustee, shall pay such Service Fees directly;
 - d. to the extent that the Trustee asserts that there are additional amounts owed by the Buyer as Service Fees for or in connection with Transition Services, the Trustee shall deliver a written Funding Request setting forth in reasonable detail an estimate of the amounts owed by the Buyer as Service Fees for or in connection with such Transition Services. To the extent applicable, any such Funding Request shall include a true-up calculation against Transition Services actually provided under any prior Funding

Request. Within five (5) Business Days of receiving a Funding Request, the Buyer shall either pay or dispute all or a portion of the amounts set forth in the Funding Request. The Parties shall cooperate in good faith to resolve any disputed amounts in a reasonable and timely manner. If the Parties are unable to resolve any disputed amounts within five (5) Business Days, any party in interest may seek relief from the Court; and

e. Section 11(b) of the TSA shall be deleted.

6. The Parties are authorized to take all actions necessary to effectuate the relief granted pursuant to this Stipulation and Agreed Order.

7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Stipulation and Agreed Order.

IT IS SO ORDERED.

Signed: July 14, 2021

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

Marvin Isgur
United States Bankruptcy Judge

AGREED AND ACCEPTED:

HUGHES WATTERS ASKANASE, LLP

By: /s/ Heather Heath McIntyre

Wayne Kitchens

wkitchens@hwa.com

State Bar No. 11541110

Heather Heath McIntyre

hmcintyre@hwa.com

State Bar No. 24041076

1201 Louisiana, Suite 2800

Houston, TX 77002

Telephone: 713-759-0818

Facsimile: 713-759-6834

**ATTORNEYS FOR JANET NORTHRUP,
CHAPTER 7 TRUSTEE**

WINSTON & STRAWN LLP

/s/ Carey D. Schreiber

Carey D. Schreiber*

200 Park Avenue

New York, New York 10166

Telephone: (212) 294-6700

Facsimile: (212) 294-4700

E-mail: cschreiber@winston.com

*Admitted *Pro Hac Vice*

COUNSEL TO THE BUYER

United States Bankruptcy Court
Southern District of Texas

In re:
Country Fresh Holding Company Inc.
Official Committee of Unsecured Creditor
Debtors

Case No. 21-30574-mi
Chapter 7

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: Jul 14, 2021

User: TylerLaws
Form ID: pdf002

Page 1 of 3
Total Noticed: 60

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
#	Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 16, 2021:

Recip ID	Recipient Name and Address
db	+ CF Products, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Champlain Valley Specialty of New York, Inc., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Acquisition Corp., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Carolina, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Dallas, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Holding Company Inc., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Holdings, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Manufacturing, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Midco Corp., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Midwest, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Orlando, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Transportation LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh of Pennsylvania, LLC, 3200 Research Forest Drive, Site A5, Woodlands, TX 77381-4084
db	+ Sun Rich Fresh Foods (NV) Inc., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Sun Rich Fresh Foods (PA) Inc., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Sun Rich Fresh Foods (USA) Inc., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
aty	+ Catherine Schlomann Robertson, Pahl & McCay, 225 W Santa Clara St, Ste1500, San Jose, CA 95113-1723
aty	+ Hughes Watters Askanase, L.L.P., c/o Wayne Kitchens, Total Plaza, 1201 Louisiana, 28th Floor, Houston, TX 77002-5607
aty	+ Jeremy Ryan, 1313 N. Market Street, 6th Floor, Wilmington, DE 19801-6102
aty	+ Nicholas S. Gatto, Harter Secrest & Emery LLP, 50 Fountain Plaza, Suite 1000, Buffalo, NY 14202-2214
cr	#+ AMH Produce Company, P.O. Box 21199, Houston, TX 77226-1199
cr	+ Agpro Farms, Agpro Trucking LLC and Agpro Farms II, c/o Harris Beach PLLC, 333 West Washington St., Suite 200, Syracuse, NY 13202, US 13202-9204
cr	+ Amazon Produce Network, LLC, 2321 Industrial Way, Suite A, Vineland, NJ 08360-1551
cr	+ Basciani Foods, Inc., 8876 Gap Newport Pike, Avondale, PA 19311-9749
cr	+ Bay Valley Foods, LLC, c/o Elizabeth A. Green, 200 South Orange Avenue, Suite 2300, Orlando, FL 32801-3455
cr	CarbAmericas Inc., 830 W. Cypress Creek Road, Suite 110, Fort Lauderdale, FL 33309
cr	Central American Produce, Inc., Pompano Beach, FL 33064
cr	+ Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller, 2777 N. Stemmons Freeway, Suite 1000 Dallas, TX 75207-2328
cr	+ DeMarree Fruit Farm, Inc., c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY 13202-1306
cr	+ Diamond Onions, Inc., c/o Howard Marc Spector, Spector & Cox, PLLC, 12770 Coit Road, Suite 1100 Dallas, TX 75251-1329
cr	+ Effex Management Solutions, LLC, c/o Ross Spence, Spence, Desenberg & Lee, PLLC, 1770 St. James Place, Suite 625 Houston, TX 77056-3500
op	+ Epiq Corporate Restructuring, LLC, 777 Third Avenue., New York, NY 10017-1401
cr	+ FreshPoint, Inc, 8801 Exchange Drive, Orlando, FL 32809-7675
cr	+ Freshhouse II, LLC, 215 Rogers Way, Suite K, Westhampton Beach, NY 11978-1461
cr	+ Integrity Express Logistics, LLC, c/o Tiffany StreLOW Cobb, Vorys, Sater, Seymour and Pease LLP, 52 East Gay Street, Columbus, OH 43215-3161
cr	+ KC Bailey Orchards, LLC, c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY 13202-1306
cr	+ Mason Farms Operating Co., LLC, c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY 13202-1306
cr	Melon 1 Sales Corp., Brooklyn, NY

District/off: 0541-4
Date Rcvd: Jul 14, 2021

User: TylerLaws
Form ID: pdf002

Page 2 of 3
Total Noticed: 60

cr + Nickey Gregory Company, LLC, 16 Forest Parkway, Bldg. M, Forest Park, GA 30297-2001
cr + O'Rourke Dist. Co., LLC, d/b/a ORourke Petroleum, c/o Thompson, O'Brien, Kemp & Nasuti, PC, 2 Sun Court, Suite 400, Peachtree Corners, GA 30092-2865
cr + Panorama Produce Sales, Inc., 933 Mamaroneck Avenue, Mamaroneck, NY 10543-1657
cr + Pete Pappas & Sons, Inc., P.O. Box 1189, Jessup, MD 20794-1189
cr + Robert Reiser & Co., Inc, 725 Dedham Street, Canton, MA 02021-1450
cr + SRFF08 READING PA L.P., c/o Paige Tinkham - Blank Rome LLP, 444 W. Lake Street, #1650, Chicago, IL 60606, UNITED STATES OF AMERICA 60606-0070
cr + Sargento Foods Inc., c/o Susan C. Mathews, Baker Donelson, 1301 McKinney Street, Ste 3700, Houston, TX 77010-3034
cr + Silchuk Logistics, 47184 Wild Clover Circle, Sioux Falls, SD 57107-6457
cr + Simpelaar Fruit Farm, c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY 13202-1306
cr + Stella Farms, 7373 E. Doubletree Ranch Road, Suite B-180, Scottsdale, AZ 85258-2035
cr + TMC Produce Solutions, Corp., 201 Enterprise Ave., Suite 600-B, League City, Tx 77573-3086
cr + Tarrant County, Linebarger, Goggan, Blair & Sampson, LLP, c/o Elizabeth Weller, 2777 N. Stemmons Frwy Ste 1000, Dallas, TX 75207 UNITED STATES 75207-2328
cr + Terra Fresh Foods LLC, PO Box 901575, Homestead, FL 33090-1575
cr Texas Comptroller of Public Accounts, Revenue Acco, Courtney J. Hull, PO Box 12548, Austin, TX 78711-2548
cr + Tree Crisp Orchards, LLC, c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY 13202-1306
cr + Van Fleet Orchards, LLC, c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY 13202-1306
cr + Visa Fruit LLC, 15115 Park Row, Suite 350-103, Houston, tx 77084-4947
cr + XTRA Lease LLC, c/o Kyle L. Hirsch, Bryan Cave Leighton Paisner, LLC, Two North Central Avenue, Suite 2100, Phoenix, AZ 85004-4533

TOTAL: 57

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/Text: bnkatty@aldineisd.org	Jul 14 2021 20:14:00	ALDINE INDEPENDENT SCHOOL DISTRICT, 2520 W.W. Thorne Drive, Legal Department, Houston, Tx 77073-3406
cr	Email/Text: houston_bankruptcy@LGBS.com	Jul 14 2021 20:13:00	Harris County, et al., Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, P.O. Box 3064, Houston, TX 77253-3064
cr	Email/Text: houston_bankruptcy@LGBS.com	Jul 14 2021 20:13:00	Montgomery County, Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064, Houston, TX 77253-3064

TOTAL: 3

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
aty		Foley & Lardner LLP
cr		A Plus Growers LLC
cr		AFCO Credit Corporation
cr		Ad Hoc Group of Lenders
cr		AmericanStar Transport
op		Ankura Consulting Group, LLC
cr		Arlington ISD
cr		Arlington Independent School District, et al
cr		BREIT Industrial HS Property Owner, LLC
cr		Bella Produce, LLC
cr		Blazer Wilkinson LP
cr		Brothers Produce, Inc.
cr		Bud's Salads, Inc.
cr		C. Lane Company, LLC
cr		C.H. Robinson Worldwide, Inc. d/b/a Robinson Fresh
cr		Cambrian Innovation, Inc.
cr		Cenveo Worldwide Limited

District/off: 0541-4
Date Rcvd: Jul 14, 2021

User: TylerLaws
Form ID: pdf002

Page 3 of 3
Total Noticed: 60

cr	Citrus Plus, Inc.
cr	Classic Harvest, LLC
cr	ColFin 2015-2 Industrial Owner, LLC
cr	Commonwealth of Pennsylvania, Department of Revenue
cr	Continental Fresh LLC
intp	Cortland Capital Market Services LLC
cr	Custom Produce Sales
cr	David Oppenheimer and Company 1, LLC
cr	DeMarree Fruit Farm Inc
cr	Duda Farm Fresh Foods, Inc.
cr	Eagle Produce, LLC dba Martori Farms
cr	First Step Staffing, Inc.
cr	Flexible Funding Ltd., Liability Co.
cr	Fyffes North America Inc
cr	Grimmway Enterprises, Inc. d/b/a Grimmway Farms
cr	Hanshaw Sales
cr	Harvill's Produce Co., Inc.
cr	Houston South Mill, LLC
cr	IPFS Corporation
cr	JA Pacific Sales Company, Inc. dba Pacific Sales C
cr	K.M. Davies Co., Inc.
cr	KC Bailey Orchards LLC
cr	Kani
cr	Kapi Kapi Growers Inc.
cr	Loomis Distributing, Inc.
cr	Mason Farms Operating Co LLC
cr	Midwest Best Produce
cr	Monterey Mushrooms, Inc.
crcm	Official Committee of Unsecured Creditors
cr	Packer Sanitation Services, Inc., Ltd.
cr	Pura Vida Farms, LLC
cr	River Fresh Farms LLC
cr	S&S Marketing and Sales, Inc.
cr	Sol Group Marketing Company
cr	South Mill Mushroom, LLC
intp	Stellex/CF Buyer (US), LLC
cr	Tree Crisp Orchards LLC
cr	US Foods, Inc.
cr	Van Fleet Orchards, LLC
cr	Waste Management, Inc.
cr	Western Oilfields Supply Co, Inc. d/b/a Rain for R
cr	Winpak Films, Inc.
cr	Woodlands Metro Center M.U.D.

TOTAL: 60 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 16, 2021

Signature: /s/Joseph Speetjens