United States Bankruptcy Court
Southern District of Texas
ENTERED
July 30, 2021
Nathan Ochsner, Clerk

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)**
	§	
	§	**Jointly Administered**
Debtors.	§	

STIPULATION AND AGREED ORDER
REGARDING PUBLIX SUPER MARKETS, INC.

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"), Publix Super Markets, Inc. ("Publix"), and Stellex/CF Buyer (US) LLC (the "Buyer", and together with the Trustee, on behalf of the Debtors, and Publix, 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 that *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, by and between the Debtors and the Buyer (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, including the Supplemental TSA Order (as defined below), the "TSA"), which TSA has governed the business between the Parties from the Closing through the date hereof;[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] (the "Conversion Order");

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the APA, the Sale Order, or the TSA, as applicable.

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

WHEREAS, on June 17, 2021, the Court entered that certain *Stipulation and Agreed Order (I) Withdrawing Certain PACA Claim Objections, (II) Paying Certain New Undisputed PACA Claims, (III) Extending Certain TSA End Dates, and (IV) Resolving Certain Insurance Disputes* [Docket No. 710] (the "Supplemental TSA Order");

WHEREAS, in accordance with the TSA and the Supplemental TSA Order, among other things, the Term of the TSA commenced on the Closing Date and continues for a period ending ninety (90) calendar days thereafter, other than with respect to Transition Services related to Leased Employees;

WHEREAS, pursuant to the APA and the Conversion Order, among other things, the Buyer has until ninety (90) calendar days following the Closing Date to designate any contract or lease for either (i) assumption and assignment to the Buyer or (ii) rejection;

WHEREAS, the Parties are engaged in ongoing negotiations regarding the agreements between the Parties, including, but not limited to, (i) the Continuing Guaranty and Indemnity Agreement, by and between Publix and Debtor Country Fresh LLC, and (ii) Supplier Information Packet and Acknowledgment Agreement, by and between Publix and Debtor Country Fresh, Inc. (collectively, the "Agreements"); and

WHEREAS, the Parties have agreed to extend the Designation Rights Period and further extend the Term of the TSA as set forth herein.

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

1. The recitals to this Stipulation and Agreed Order are incorporated as if fully set forth herein.

2. Effective as of July 28, 2021, the Designation Rights Period and the Term of the TSA (other than with respect to Transition Services related to Leased Employees) is extended through and including September 13, 2021 with respect to the Agreements, in accordance with and subject to the terms of this Stipulation and Agreed Order.

3. With respect to the Agreements, the Designation Rights Period and the Term of the TSA may be further extended with the written consent of the Parties without further order of the Court.

4. All Parties rights with respect to any Cure Amounts (as defined in the Sale Order) associated with the Agreements are reserved.

5. 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 30, 2021

Marvin Isgur
United States Bankruptcy Judge

AGREED AND ACCEPTED:

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