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 VICTORY PACKAGING, L.P.

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"), Victory Packaging, L.P. (the "Victory Packaging"), and Stellex/CF Buyer (US) LLC (the "Buyer", and together with the Trustee, on behalf of the Debtors, and Victory Packaging, collectively, the "Parties"). The Parties hereby stipulate and agree as follows:

RECITALS

WHEREAS, on July 1, 2018, Victory Packaging and Debtor Country Fresh, LLC entered into that certain Supply Agreement (the "Supply Agreement");

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

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[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.

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 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");[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;

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

WHEREAS, Victory Packaging and the Buyer have negotiated an amendment to the Supply Agreement (the "Amended Supply Agreement"),[3] which Amended Supply Agreement shall be effective as of the date of entry of this Stipulation and Agreed Order (the "Assumption Date"); and

WHEREAS, the Parties have agreed to the assumption and assignment to the Buyer of the Supply Agreement, as amended by the Amended Supply Agreement.

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. The Supply Agreement, as amended by the Amended Supply Agreement, is assumed and assigned to the Buyer as of the Assumption Date.

3. The Cure Amount (as defined in the Amended Supply Agreement) shall be paid by Buyer in accordance with the terms of the Amended Supply Agreement.

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

[3] The Supply Agreement and Amended Supply Agreement contain confidential and priority terms, and, therefore, are not attached to this Stipulation and Agreed Order. Both the Supply Agreement and Amended Supply Agreement, however, are incorporated herein by reference as if attached hereto.

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.

Dated: July _____, 2021
Houston, Texas

_____
MARVIN ISGUR,
UNITED STATES BANKRUPTCY JUDGE

AGREED AND ACCEPTED:

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