

ENTERED

July 30, 2021

Nathan Ochsner, Clerk

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

In re:	§ Chapter 11
	§
COUNTRY FRESH HOLDING COMPANY INC., et. al.¹	§ Case No.: 21-30574 (MI)
	§
Debtors.	§ Jointly Administered
	§

**STIPULATION AND AGREED ORDER REGARDING TURNOVER OF TRUST
RECEIPTS TO BUYER PURSUANT TO SALE ORDER, APA AND TSA**

This 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**”), 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 of All Liens, Claims, Encumbrances, and Interests, (II) Authorizing and Approving the Debtors’*

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.

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**").

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**");

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

WHEREAS, on June 30, 2021, the Court entered the *Order Granting Trustee's Emergency Motion for Authority to Operate Pursuant to 11 U.S.C. § 721 as of June 21, 2021* [Docket No. 736] (the "**Order to Operate**");

WHEREAS, pursuant to the Sale Order, APA and TSA, the Debtors receive Proceeds,² including Accounts Receivable (including credit card receivables), other Assets and cash, monies, checks, negotiable instruments or accounts receivable relating to the period after Closing, that either the Buyer purchased or are the Buyer's assets, which the Trustee holds in trust for Buyer and is required to remit to Buyer in accordance with the Sale Order, APA, including section 6.14(b), and TSA, including section 12 (collectively, the "**Trust Receipts**");

WHEREAS, the Trustee holds Trust Receipts due to the Buyer under the Sale Order, APA and TSA, for funds deposited in the Debtors' bank accounts from June 25, 2021 through July 27, 2021 in the amount of \$3,137,891.89; and

WHEREAS, the Trustee desires to turnover such funds in the amount of \$3,137,891.89 to the Buyer and the Buyer desires to receive such funds;

WHEREAS, the Trustee desires to direct the banks receiving Trust Receipts due to Buyer to stop taking deposits to avoid further cost to the estate in accounting for and turning over such Trust Receipts;

WHEREAS, additional Trust Receipts due to the Buyer may have been and may continue to be received by the Debtors and the Trustee; and

WHEREAS, the Trustee desires to turnover such additional Trust Receipts to Buyer promptly upon receipt, but in any event within five (5) Business Days of becoming aware of such receipt and confirming reconciliation of amounts due under the relevant agreement and the Buyer desires to receive such funds.

² Capitalized terms used but not defined herein shall have the meanings given to such terms in the Sale Order, APA or TSA, as applicable.

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 Trustee is hereby authorized in accordance with the Sale Order, APA, including section 6.14(b), and TSA, including section 12, and this Stipulation and Agreed Order (i) to release Trust Receipts in the Debtors accounts as of July 27, 2021 in the amount of \$3,137,891.89 to the Buyer via instructions provided by Buyer to the Trustee (which were provided by counsel to Buyer to the Trustee via email) which funds represent accounts receivable received by the Debtors and the Trustee from June 25, 2021 through July 27, 2021 and (ii) to release any additional Trust Receipts received by the Debtors and the Trustee within five (5) Business Days of becoming aware of receipt of same and reconciliation of the amount due under the relevant agreement.

3. The Trustee is authorized to direct banks to not honor deposits and is authorized to take any actions reasonably necessary to cause Trust Receipts to be directed to the Buyer, such as executing agreements with third party payors.

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

5. The Parties' rights with respect to any additional Trust Receipts due to the Buyer, including any accounts receivable, are reserved. Upon request, the Trustee shall promptly provide reasonable documentation and support to the Buyer regarding Trust Receipts received by the Debtors or the Trustee.

6. 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.

7. This Stipulation and Agreed Order is effective and immediately enforceable upon entry.

IT IS SO ORDERED.

Signed: July 30, 2021

A handwritten signature in black ink, consisting of a stylized 'M' followed by a wavy line and the initials 'Isgur'.

Marvin Isgur
United States Bankruptcy Judge

AGREED AND ACCEPTED:

/s/ Heather Heath McIntyre

Wayne Kitchens TBN 11541110
wkitchens@hwa.com
Heather McIntyre TBN 24041076
hmcintyre@hwa.com
HUGHESWATTERSASKANASE, LLP
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Facsimile: (713) 759-6834

/s/ Carey D. Schreiber

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Facsimile: (212) 294-4700
E-mail: cschreiber@winston.com

*Admitted *Pro Hac Vice*

COUNSEL FOR THE BUYER

**PROPOSED COUNSEL FOR CHAPTER
7 TRUSTEE FOR THE ESTATE OF
COUNTRY FRESH HOLDING
COMPANY INC., et. al.**

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 30, 2021

User: ADIuser
Form ID: pdf002

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Total Noticed: 62

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 Aug 01, 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 Schломann 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

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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 + Orange County Utilities, c/o Adolphus Thompson, 201 S Rosalind Ave, 3rd Fl, Orlando, FL 32801-3527
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: 58

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 30 2021 20:06:00	ALDINE INDEPENDENT SCHOOL DISTRICT, 2520 W.W. Thorne Drive, Legal Department, Houston, Tx 77073-3406
cr	Email/Text: USCBNotices@cdtfa.ca.gov	Jul 30 2021 20:07:00	California Dept of Tax & Fee Administration, 450 N Street, PO Box 942879, Sacramento, CA 94279-0055
cr	Email/Text: houston_bankruptcy@LGBS.com	Jul 30 2021 20:06:00	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 30 2021 20:06:00	Montgomery County, Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064, Houston, TX 77253-3064

TOTAL: 4

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.

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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
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.
crmc 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.

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Date: Aug 01, 2021

Signature: /s/Joseph Speetjens