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

IN RE:	§	
	§	
COUNTRY FRESH HOLDING COMPANY, INC., *et. al.*[1]	§	**Case No.: 21-30574**
	§	
	§	
Debtors.	§	**Jointly Administered**
	§	

TRUSTEE'S *LIMITED* OBJECTION TO THE SECOND INTERIM AND FINAL FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM MARCH 2, 2021 THROUGH JUNE 21, 2021
(Related to Docket No. 769)

TO THE HONORABLE MARVIN ISGUR, UNITED STATES BANKRUPTCY JUDGE:

Janet S. Northrup, the Chapter 7 Trustee (the "**Trustee**") of the bankruptcy estate of Country Fresh Holding Company, Inc. *et. al.* ("**Debtors**"), the debtors in the above-styled Chapter 7 case, files this *Trustee's Limited Objection to the Second Interim and Final Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to the Official Committee of Unsecured Creditors for the Period from March 2, 2021 Through June 21, 2021* (the "**Limited Objection**") and respectfully states as follows:

[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.

BACKGROUND

1. On February 15, 2021 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "**Bankruptcy Code**").

2. On February 25, 2021, pursuant to § 1102 of the Bankruptcy Code, the US Trustee for Region 7 appointed the Official Committee of Unsecured Creditors (the "**Committee**").

3. On March 31, 2021, the Court entered its order authorizing the Committee's employment of PricewaterhouseCoopers LLP ("**PwC**") as its financial advisor, with such retention being effective as of March 2, 2021 [Docket No. 450].

4. The Debtors operated as a debtor-in-possession from the Petition Date until June 21, 2021 (the "**Conversion Date**"), when the Court entered its *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**") whereby the Debtors' bankruptcy cases were converted to ones under Chapter 7 of the Bankruptcy Code. Thereafter, Janet S. Northrup was appointed as the Chapter 7 Trustee.

5. On July 12, 2021, PwC filed its *Second Interim and Final Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of*

Expenses as Financial Advisor to the Official Committee of Unsecured Creditors for the Period from March 2, 2021 Through June 21, 2021 [Docket No. 769] (the "**PwC Fee Application**").

6. Since her appointment, the Trustee has, *inter alia*, diligently collected assets, engaged professionals, and performed case analysis and review, including the review of all pending professional fee applications.

LIMITED OBJECTION

7. The Trustee hereby objects to the PwC Application on the following limited grounds. The Trustee objects to the PwC Fee Application on the grounds that based on the preliminary analyses performed by the Trustee with her professionals it is unclear whether funds will be available in the Debtors' bankruptcy estates to pay all fees sought by professionals for Chapter 11 administrative expenses including, but not limited to, PwC in the PwC Fee Application.

8. Thus, the Trustee objects to language in the proposed order directing the Trustee to pay approved Chapter 11 professional fees. The Trustee will pay claims of the Debtors' bankruptcy estates according to the priorities set forth in the Bankruptcy Code in the normal course of the administration of the Debtors' bankruptcy estates.

9. Further, the Trustee requests that any order granting professional fees and expenses incurred during the Chapter 11 cases clarify that such fees and/or expenses are Chapter 11 administrative expenses subject to 11 U.S.C. § 726(b).

RESERVATION OF RIGHTS

10. The Trustee reserves the right to supplement this Limited Objection or to raise further objections to the PwC Fee Application.

WHEREFORE, the Trustee requests that her limited objection be sustained and that she be granted such other and further relief that she may be justly entitled.

Dated: August 2, 2021.

Respectfully submitted,

/s/ Heather Heath McIntyre

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PROPOSED ATTORNEYS FOR CHAPTER 7 TRUSTEE, JANET S. NORTHRUP

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on August 2, 2021, a true and correct copy of the foregoing document was served on (i) parties receiving ECF notice via the Court's CM/ECF system in the above-referenced case, and (ii) parties listed on the attached Master Service List via first-class, U.S. mail, postage prepaid to the extent not served via ECF.

/s/ Heather Heath McIntyre
Heather Heath McIntyre