

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

In re: COUNTRY FRESH HOLDING COMPANY INC., et al. ¹ Debtors.	§ § § § § §	Case No.: 21-30574 (MI) Jointly Administered
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**STIPULATION AND AGREED ORDER EXTENDING
THE TRUSTEE’S CHALLENGE DEADLINE WITH RESPECT
TO CERTAIN INSURANCE CLAIMS AND PROVIDING RELATED RELIEF**

Janet S. Northrup, the chapter 7 trustee (the “Trustee”)² of the bankruptcy estate of Country Fresh Holding Company Inc., et al., the debtors in the above-captioned chapter 7 cases (the “Debtors”) and Cortland Capital Market Services LLC, in its capacities as the First Lien Agent and the Second Lien Agent, at the direction of the applicable Prepetition Secured Lenders, hereby stipulate and agree (this “Stipulation”) as follows:³

A. On May 15, 2021, the Court entered the *Stipulation and Agreed Order Extending the Challenge Deadline with Respect to Certain Specified Assets That May Not Be Subject to Prepetition Liens and Providing Related Relief* (the “First Challenge Deadline Stipulation”)

¹ The debtors in these chapter 7 cases and the last four digits of each debtor’s 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.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the First Challenge Period Stipulation (as defined herein).

³ “Parties” shall mean the Trustee, on behalf of the Debtors, and the Prepetition Agents. Any reference herein to any of the foregoing Prepetition Secured Parties (including any reference to any “Party” or the “Parties”) shall only be a reference to such Prepetition Secured Party in its capacity as such.

[Docket No. 612], which, among other things, extended the deadline solely for the Committee to commence a Challenge as set forth therein.

B. 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* (the “Conversion Order”) [Docket No. 719]. Thereafter, Janet S. Northrup was appointed as the Trustee. The Conversion Order provided that all causes of action of the Debtors and their estates vested in the Trustee and established August 10, 2021 as the deadline by which the Trustee may commence a Challenge (subject to the First Challenge Deadline Stipulation, the APA, the Sale Order, and the Final DIP Order) (the “Trustee’s Challenge Deadline”).

C. The Parties desire to narrow and resolve certain issues and stipulate as to certain matters as set forth herein in order to avoid unnecessary litigation regarding the Trustee’s Challenge Deadline.

NOW, THEREFORE, it is hereby ordered, agreed and stipulated that:

1. Other than as expressly set forth herein, the Prepetition Obligations arising under the Prepetition Credit Documents are secured by valid, perfected and unavoidable liens on and security interest in the Prepetition Collateral.

2. The Trustee’s Challenge Deadline with respect to the Insurance Claims is extended through and including August 17, 2021.

3. The Parties reserve all of their respective rights, claims and defenses in connection with the Insurance Claims, and nothing in this Stipulation shall be deemed to constitute an admission with respect to the Insurance Claims. For the avoidance of doubt, the Prepetition

Secured Parties and the Trustee reserve all of their respective rights with respect to the Adequate Protection Liens and 507(b) Claims.

4. The Parties acknowledge and agree that the Challenge Deadline shall be deemed to have expired as to all potential Challenges, other than the Trustee's Challenge Deadline with respect to the Insurance Claims.

5. The Trustee's Challenge Deadline as set forth herein with respect to the Insurance Claims may be further extended solely by the mutual agreement of the Parties, which agreement may be evidenced by an email acknowledgment from counsel to, or authorized representatives of, the Trustee and the Prepetition Agents.

IT IS SO ORDERED.

Dated: August __, 2021
Houston, Texas

THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

AGREED AND ACCEPTED:

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