

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

In re: COUNTRY FRESH HOLDING COMPANY INC., et al., <div style="text-align: right;">Debtors.¹</div>	§ § § § § § §	Chapter 7 Case No. 21-30574 (MI) (Jointly Administered)
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**CERTIFICATE OF NO OBJECTION REGARDING SECOND INTERIM
AND FINAL FEE APPLICATION OF CASSELS BROCK & BLACKWELL LLP
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES INCURRED AS CANADIAN COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD FROM MARCH 11, 2021 THROUGH AND INCLUDING JUNE 21, 2021**

Pursuant to the Procedures for Complex Cases in the Southern District of Texas, the undersigned counsel for the Official Committee of Unsecured Creditors appointed in the above-captioned cases (the “Committee”) hereby certifies as follows:

1. On July 12, 2021, the Committee filed the *Second Interim and Final Fee Application of Cassels Brock & Blackwell LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Canadian Counsel to the Official Committee of Unsecured Creditors for the Period from March 11, 2021 Through and Including June 21, 2021* [Dkt. No. 773] (the “Application”).

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.

2. The deadline for parties to file objections to the relief requested in the Application was July 26, 2021 (the “Objection Deadline”). The Objection Deadline has passed. On July 26, 2021, the chapter 7 trustee (the “Trustee”) filed the *Trustee’s Limited Objection to the Second Interim and Final Fee Application of Cassels Brock & Blackwell LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Canadian Counsel to the Official Committee of Unsecured Creditors for the Period from March 11, 2021 Through and Including June 21, 2021* [Dkt. No. 806]. On August 26, 2021, the Trustee withdrew the Trustee’s Objection [Dkt. No. 889]. No other objections (formal or informal) nor any other responses to the Application have been received.

3. Accordingly, the Committee requests that the Court enter the attached proposed order at its earliest convenience.

Dated: August 31, 2021

By: /s/ Paul M. Rosenblatt

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CERTIFICATE OF SERVICE

I hereby certify that on this 31st day of August 2021, a true and correct copy of the foregoing document was served by electronic transmission upon all parties eligible to receive services through this Court's CM/ECF system.

/s/ Paul M. Rosenblatt

Paul M. Rosenblatt

EXHIBIT A

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

In re: COUNTRY FRESH HOLDING COMPANY INC., <i>et al.</i> , <div style="text-align: right;">Debtors.¹</div>	§ § § § § § §	Chapter 7 Case No. 21-30574 (MI) (Jointly Administered)
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**ORDER GRANTING SECOND INTERIM AND
FINAL FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS FINANCIAL ADVISOR TO OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FROM MARCH 2, 2021 THROUGH JUNE 21, 2021**

Upon the *Second Interim and Final Application of Cassels Brock & Blackwell LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Canadian Counsel to the Official Committee of Unsecured Creditors for the Period from March 11, 2021 Through and Including June 21, 2021* (the “Application”)² filed by Cassels Brock & Blackwell LLP (“Cassels”) for the period from March 11, 2021 through June 21³, 2021 (the “Application Period”), and the Court having reviewed the Application and having determined that the legal

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

³ The total compensation sought for the final period includes an estimated \$1,120.00 in compensation incurred in connection with this Application after the occurrence of the conversion of these cases. For the avoidance of doubt, Cassels will only seek payment of compensation of the actual, reasonable, and necessary compensation actually incurred.

and factual bases set forth in the Application establish just cause for the relief granted herein, and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. Cassels is hereby allowed final compensation in the amount of \$34,353.00 for legal services rendered to the Committee and reimbursement of reasonable and necessary expenses in the amount of \$411.83 for an aggregate total of \$34,764.83.
3. The Chapter 7 Trustee is authorized and directed to pay to Cassels the unpaid portion of the final compensation and expenses awarded herein, which totals \$12,966.20.
4. Notwithstanding Rule 6004(h) of the Federal Rules of Bankruptcy Procedures or otherwise, this Order shall be effective and enforceable immediately upon entry hereof.
5. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

SIGNED: _____

THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE