

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

In re:	§	
	§	Chapter 7
	§	
COUNTRY FRESH HOLDING COMPANY	§	Case No. 21-30574 (MI)
INC., et al.,	§	
	§	
Debtors. ¹	§	(Jointly Administered)
	§	

**CERTIFICATE OF NO OBJECTION REGARDING 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**

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 PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Financial Advisor to the Official Committee of Unsecured Creditors of the Period from March 2, 2021 Through June 21, 2021* [Dkt. No. 769] (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 August 2, 2021, the chapter 7 trustee (the “Trustee”) filed the *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* [Dkt. No. 835]. On August 26, 2021, the Trustee withdrew the Trustee’s Objection [Dkt. No. 888]. 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> , Debtors. ¹	§ § § § § § § § §	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 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* (the “Application”)² filed by PricewaterhouseCoopers LLP (“PwC”) for the period from March 2, 2021 through June 21, 2021 (the “Application Period”), and the Court having reviewed the Application and having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein, and upon all of the proceedings had

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

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. PwC is hereby granted allowance of compensation in the sum of \$411,508.00 incurred from March 2, 2021 through June 21, 2021 for necessary professional services rendered.
3. The Chapter 7 Trustee is authorized and directed to remit to PwC the unpaid portion of the compensation and expenses awarded herein for the Application Period, which totals \$118,320.40.
4. 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