

**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 COUNSEL REGARDING FINAL
APPLICATION OF KILPATRICK TOWNSEND & STOCKTON LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD FROM FEBRUARY 26, 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, Kilpatrick Townsend & Stockton LLP (“Kilpatrick”) filed its *Final Application of Kilpatrick Townsend & Stockton LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors for the Period from February 26, 2021 Through and Including June 21, 2021* [Dkt. No. 770] (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. On June 1, 2021, the Ad Hoc Group of Lenders filed the *Objection and Reservation of Rights of the Ad Hoc Group of Lenders to the First Combined Monthly Fee Statements of Kilpatrick Townsend & Stockton LLP and PricewaterhouseCoopers LLP, as Counsel and Financial Advisor, Respectively, to the Official Committee of Unsecured Creditors* [Dkt. No. 671].² On July 30, 2021, the Ad Hoc Group of Lenders filed the *Amended Limited Objection of the Ad Hoc Group of Secured Lenders to the Final Application of Kilpatrick Townsend & Stockton LP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors for the Period from February 26, 2021 Through and Including June 21, 2021* [Dkt. No. 826].

3. On July 26, 2021, the chapter 7 trustee appointed in these cases (the “Trustee”) filed the *Trustee’s Limited Objection to the Final Application of Kilpatrick Townsend & Stockton LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors for the Period from February 26, 2021 Through and Including June 21, 2021* [Dkt. No. 805] (the “Trustee’s Objection”).

4. On August 26, 2021, the Trustee withdrew the Trustee’s Objection [Dkt. No. 886].

5. The deadline for parties to file objections to the relief requested in the Application was June 26, 2021. The undersigned counsel certifies that all objections to the fees and expenses sought in the Application have now been withdrawn or resolved. The proposed order is attached hereto as **Exhibit A**. The resolution of the objection filed by the Ad Hoc Group of Lenders is reflected in the redline of the proposed order attached hereto as **Exhibit B**.

² The Debtors also filed an objection to Kilpatrick’s first combined monthly fee statement [Dkt. No. 672]. Upon conversion of these cases to chapter 7 on June 21, 2021, the Trustee (as defined below) was appointed as representative of these estates. Accordingly, the Debtors’ objection is now moot.

6. The Committee requests that the Court enter the attached proposed order at its earliest convenience.

Dated: August 31, 2021

By: /s/ Paul M. Rosenblatt

KILPATRICK TOWNSEND & STOCKTON LLP

Patrick J. Carew, Esq.

State Bar No. 24031919

2001 Ross Avenue, Suite 4400

Dallas, TX 75201

Telephone: (214) 922-7155

Facsimile: (214) 279-5178

Email: pcarew@kilpatricktownsend.com

-and-

KILPATRICK TOWNSEND & STOCKTON LLP

Todd C. Meyers, Esq. (admitted *pro hac vice*)

Paul M. Rosenblatt, Esq.

1100 Peachtree Street NE, Suite 2800

Atlanta, GA 30309-4528

Telephone: (404) 815-6321

Facsimile: (404) 541-3373

Email: tmeyers@kilpatricktownsend.com

prosenblatt@kilpatricktownsend.com

-and-

KILPATRICK TOWNSEND & STOCKTON LLP

Kelly E. Moynihan, Esq. (admitted *pro hac vice*)

The Grace Building

1114 Avenue of the Americas

New York, NY 10036

Telephone: (212) 775-8700

Facsimile: (212) 775-8800

Email: kmoynihan@kilpatricktownsend.com

*Counsel for the Official Committee of Unsecured
Creditors*

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 FINAL APPLICATION OF
KILPATRICK TOWNSEND & STOCKTON LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
THE PERIOD FROM FEBRUARY 26, 2021 THROUGH AND INCLUDING JUNE 21, 2021**

Upon the *Final Application of Kilpatrick Townsend & Stockton LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors for the Period from February 26, 2021 Through and Including June 21, 2021* (the “Application”)² filed by Kilpatrick Townsend & Stockton LLP (“Kilpatrick Townsend”) for the period from February 26, 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 all objections to the Application having been withdrawn or resolved as provided 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;

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

2. Kilpatrick Townsend is hereby allowed as an administrative expense claim final compensation for fees in the amount of \$1,241,173.35 and expenses of \$35,168.54, for a total of \$1,276,341.89, incurred from February 26, 2021 through June 21, 2021, which includes amounts in connection with the finalizing, filing, and prosecution of the Committee professionals' fee applications through the date hereof.

3. Kilpatrick Townsend previously received \$285,121.40 from the Debtors for payment of fees and expenses pursuant to the Interim Compensation Order [Dkt. No. 598].

4. The Chapter 7 Trustee is authorized and directed to pay Kilpatrick Townsend \$827,978.88 of the \$1,276,341.89 allowed administrative expense claim from the Carve-Out (as defined in the Final DIP Order [Dkt. No. 335]).

5. The remaining balance of unpaid allowed fees and expenses shall be an allowed administrative expense claim pursuant to 11 U.S.C. § 503(b)(2) in the amount of \$163,241.61.

6. 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

EXHIBIT B

**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 FINAL APPLICATION OF
KILPATRICK TOWNSEND & STOCKTON LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM FEBRUARY 26, 2021 THROUGH AND INCLUDING
JUNE 21, 2021**

*Upon the Final Application of Kilpatrick Townsend & Stockton LLP for Compensation
for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official
Committee of Unsecured Creditors for the Period from February 26, 2021 Through and*

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.

Including June 21, 2021 (the “Application”)⁺² filed by Kilpatrick Townsend & Stockton LLP (“Kilpatrick Townsend”) for the period from February 26, 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 all objections to the Application having been withdrawn or resolved as provided 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. Kilpatrick Townsend is hereby allowed as an administrative expense claim final compensation for fees in the amount of \$1,241,173.35 and expenses of \$35,168.54, for a total of \$1,276,341.89, incurred from February 26, 2021 through June 21, 2021, which includes amounts in connection with the finalizing, filing, and prosecution of the Committee professionals’ fee applications through the date hereof.

3. Kilpatrick Townsend ~~is hereby allowed as an administrative expense claim final reimbursement of expenses in the amount of \$35,168.54 incurred from February 26, 2021 through June 21, 2021,~~ previously received \$285,121.40 from the Debtors for payment of fees and expenses pursuant to the Interim Compensation Order [Dkt. No. 598].

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

4. The Chapter 7 Trustee is authorized and directed to pay ~~to~~ Kilpatrick Townsend \$861,271.39, ~~which represents the~~ 827,978.88 of the \$1,276,341.89 allowed administrative expense claim from the Carve-Out (as defined in the Final DIP Order [Dkt. No. 335]).

5. The remaining balance of unpaid ~~portion of the~~ allowed fees and expenses ~~awarded~~ herein for the Application Period, ~~less \$129,949.10 relating to the Committee's lien investigation that exceeded the budget therefor. After payment as directed herein, Kilpatrick Townsend shall have a~~ ~~remainings~~ shall be an allowed administrative expense claim pursuant to 11 U.S.C. § 503(b)(2) in the amount of \$~~129,949.10~~ 163,241.61.

6. ~~5.~~ This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

SIGNED: _____

JUDGE

THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY

Summary report: Litera® Change-Pro for Word 10.11.1.0 Document comparison done on 8/26/2021 12:53:16 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original filename: KTS final order.docx	
Modified filename: CF- Revised KTS final order [PW Draft 8.25.21]-v2.docx	
Changes:	
Add	12
Delete	10
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	22