

ENTERED

September 03, 2021

Nathan Ochsner, Clerk

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

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

**STIPULATION AND AGREED ORDER REGARDING PACA CLAIMS
AND THE ADMINISTRATIVE EXPENSE BAR DATE**

(Relates to Docket No. 860)

This stipulation and agreed order (“Stipulation and Agreed Order”) is by and between Janet Northrup, chapter 7 trustee (“Trustee”) for the bankruptcy estates of Country Fresh Holding Company Inc., et al. (“Debtors”) and the holders of PACA rights and claims whose signature blocks appear below (“PACA Beneficiaries” and together with the Trustee, the “Parties”). The Parties hereby stipulate and agree as follows:

RECITALS

WHEREAS, on February 15, 2021 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

WHEREAS, on June 21, 2021, the Court entered an Order (I) Authorizing and Approving the Conversion of the Chapter 11 Cases, (II) Extending the Designation Rights Period, and (III) Granting Related Relief at Docket No. 719;

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.

WHEREAS, on June 21, 2021, the Trustee was appointed as the Chapter 7 Trustee in the above-referenced case;

WHEREAS, following the Petition Date, various produce vendors that qualify as trust beneficiaries under PACA (“PACA Vendors”) supplied the Debtors with perishable agricultural commodities within the meaning of the Perishable Agricultural Commodities Act, 7 U.S.C. § 499e(c) (“PACA”), some of which amounts remain unpaid.

WHEREAS, since her appointment, the Trustee has performed a significant amount of work to verify and reconcile the estates’ obligations for all outstanding claims under PACA, whether prepetition or post-petition, owed to PACA Vendors through and including April 29, 2021 (“Remaining Unpaid PACA Claims”).

WHEREAS, on August 10, 2021, the Court entered its *Order Granting Chapter 7 Trustee’s Expedited Motion to Establish Administrative Expense Bar Date for 11 U.S.C. § 503(b) Claims Arising Before June 21, 2021* (Dkt. No 860) (“Administrative Expense Bar Date Order”), setting September 10, 2021 as the bar date for claims under 11 U.S.C. § 503(b) alleged to have been incurred during between the Petition Date and June 21, 2021.

WHEREAS, the Trustee will soon be filing a motion seeking authority to pay all Remaining Unpaid PACA Claims (“PACA Payment Motion”), which will not be heard or resolved by September 10, 2021.

WHEREAS, certain PACA Vendors are concerned that to the extent it is later determined that any portion of the PACA Trust claims of any of the beneficiaries of the PACA Trust are determined to be administrative claims such that the September 10, 2021 bar date applies, then their PACA Trust rights could be impaired notwithstanding the Parties’ intention to resolve all

outstanding PACA Trust claims through the PACA Payment Motion, rather than under the framework and deadline for administrative claims.

WHEREAS, other PACA Vendors contend that due to the rights and protections afforded under PACA, their post-petition Remaining Unpaid PACA Claims are not subject to the requirements and limitations of 11 U.S.C. § 503(b) or the deadlines established in the Administrative Expense Bar Date Order.

WHEREAS, in light of the Trustee's upcoming PACA Payment Motion, the filing of applications for allowance and payment of post-petition Remaining Unpaid PACA Claims at this time would create an unnecessary burden on the Trustee and the estates, and such applications would be mooted if the Trustee's PACA Payment Motion is granted.

WHEREAS, to the extent 11 U.S.C. § 503(b) and/or the Administrative Expense Bar Date Order apply to the post-petition Remaining Unpaid PACA Claims, and in light of the Trustee's upcoming PACA Payment Motion, the Parties agree that the Administrative Expense Bar Date Order should be extended as to the Remaining Unpaid PACA Claims until fourteen (14) days after the Court's resolution of the PACA Payment Motion.

NOW, THEREFORE, IT IS HEREBY STIPULATED, AGREED AND ORDERED AS FOLLOWS:

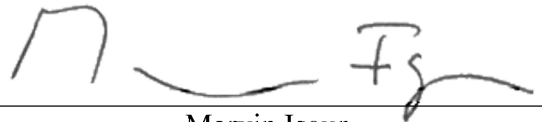
1. Pending resolution of the PACA Payment Motion, or further order of this Court, the Administrative Expense Bar Date Order shall not apply to holders of Remaining Unpaid PACA Claims.

2. If the PACA Payment Motion is denied, any holder of a post-petition Remaining Unpaid PACA Claim who elects to file an application for allowance and payment of an

administrative expense claim under 11 U.S.C. § 503(b) may do so on or before 14 days after entry of the order denying the PACA Payment Motion.

IT IS SO ORDERED.

Signed: September 03, 2021



Marvin Isgur
United States Bankruptcy Judge

AGREED AND ACCEPTED:

/s/ Wayne Kitchens
Wayne Kitchens
TBN 11541110
wkitchens@hwa.com
Heather McIntyre
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hmcintyre@hwa.com
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**ATTORNEYS FOR JANET S. NORTHRUP,
CHAPTER 7 TRUSTEE**

/s/ Tony L. Draper
Tony L. Draper
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WALKER WILCOX MATOUSEK
1001 McKinney, Suite 2000
Houston, Texas 77002
Telephone: (713) 343-6556
Facsimile: (713) 343-6571
**ATTORNEYS FOR CERTAIN PACA
CREDITORS**

United States Bankruptcy Court
Southern District of Texas

In re:
Country Fresh Holding Company Inc.
Official Committee of Unsecured Creditor
Debtors

Case No. 21-30574-mi
Chapter 7

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: Sep 03, 2021

User: ADIuser
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Total Noticed: 65

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
#	Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 05, 2021:

Recip ID	Recipient Name and Address
db	+ CF Products, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Champlain Valley Specialty of New York, Inc., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Acquisition Corp., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Carolina, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Dallas, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Holding Company Inc., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Holdings, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Manufacturing, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Midco Corp., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Midwest, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Orlando, LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh Transportation LLC, 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Country Fresh of Pennsylvania, LLC, 3200 Research Forest Drive, Site A5, Woodlands, TX 77381-4084
db	+ Sun Rich Fresh Foods (NV) Inc., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Sun Rich Fresh Foods (PA) Inc., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
db	+ Sun Rich Fresh Foods (USA) Inc., 3200 Research Forest Drive, Suite A5, Woodlands, TX 77381-4084
aty	+ Catherine Schломann Robertson, Pahl & McCay, 225 W Santa Clara St, Ste1500, San Jose, CA 95113-1723
aty	+ Hughes Watters Askanase, L.L.P., c/o Wayne Kitchens, Total Plaza, 1201 Louisiana, 28th Floor, Houston, TX 77002-5607
aty	+ Jeremy Ryan, 1313 N. Market Street, 6th Floor, Wilmington, DE 19801-6102
aty	+ Nicholas S. Gatto, Harter Secrest & Emery LLP, 50 Fountain Plaza, Suite 1000, Buffalo, NY 14202-2214
cr	#+ AMH Produce Company, P.O. Box 21199, Houston, TX 77226-1199
cr	+ Agpro Farms, Agpro Trucking LLC and Agpro Farms II, c/o Harris Beach PLLC, 333 West Washington St., Suite 200, Syracuse, NY 13202, US 13202-9204
cr	+ Amazon Produce Network, LLC, 2321 Industrial Way, Suite A, Vineland, NJ 08360-1551
intp	+ BOXLEY GROUP, LLC, C/O DABNEY PAPPAS, 1776 YORKTOWN, SUITE 425, HOUSTON, TX 77056-4154
cr	+ Basciani Foods, Inc., 8876 Gap Newport Pike, Avondale, PA 19311-9749
cr	+ Bay Valley Foods, LLC, c/o Elizabeth A. Green, 200 South Orange Avenue, Suite 2300, Orlando, FL 32801-3455
cr	CarbAmericas Inc., 830 W. Cypress Creek Road, Suite 110, Fort Lauderdale, FL 33309
cr	Central American Produce, Inc., Pompano Beach, FL 33064
cr	+ Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller, 2777 N. Stemmons Freeway, Suite 1000 Dallas, TX 75207-2328
cr	+ DeMarree Fruit Farm, Inc., c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY 13202-1306
cr	+ Diamond Onions, Inc., c/o Howard Marc Spector, Spector & Cox, PLLC, 12770 Coit Road, Suite 1100 Dallas, TX 75251-1329
cr	+ Effex Management Solutions, LLC, c/o Ross Spence, Spence, Desenberg & Lee, PLLC, 1770 St. James Place, Suite 625 Houston, TX 77056-3500
op	+ Epiq Corporate Restructuring, LLC, 777 Third Avenue., New York, NY 10017-1401
cr	+ FreshPoint, Inc, 8801 Exchange Drive, Orlando, FL 32809-7675
cr	+ Freshhouse II, LLC, 215 Rogers Way, Suite K, Westhampton Beach, NY 11978-1461
cr	Hennessey Foods, LLC, c/o Steven L. Williamson, Gordon, Arata, Montgomery, Barnett, Suite 4000, New Orleans, LA 70170
cr	+ Integrity Express Logistics, LLC, c/o Tiffany Strelow Cobb, Vorys, Sater, Seymour and Pease LLP, 52 East Gay Street, Columbus, OH 43215-3161
cr	+ KC Bailey Orchards, LLC, c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY 13202-1306
cr	+ Mason Farms Operating Co., LLC, c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY

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13202-1306
 cr Melon 1 Sales Corp., Brooklyn, NY
 cr + Nickey Gregory Company, LLC, 16 Forest Parkway, Bldg. M, Forest Park, GA 30297-2001
 cr + O'Rourke Dist. Co., LLC, d/b/a O'Rourke Petroleum, c/o Thompson, O'Brien, Kemp & Nasuti, PC, 2 Sun Court, Suite 400, Peachtree
 Corners, GA 30092-2865
 cr + Orange County Utilities, c/o Adolphus Thompson, 201 S Rosalind Ave, 3rd Fl, Orlando, FL 32801-3527
 cr + Panorama Produce Sales, Inc., 933 Mamaroneck Avenue, Mamaroneck, NY 10543-1657
 cr + Pete Pappas & Sons, Inc., P.O. Box 1189, Jessup, MD 20794-1189
 cr + Robert Reiser & Co., Inc, 725 Dedham Street, Canton, MA 02021-1450
 cr + SRFF08 READING PA L.P., c/o Paige Tinkham - Blank Rome LLP, 444 W. Lake Street, #1650, Chicago, IL 60606, UNITED STATES
 OF AMERICA 60606-0070
 cr + Sargento Foods Inc., c/o Susan C. Mathews, Baker Donelson, 1301 McKinney Street, Ste 3700, Houston, TX 77010-3034
 cr + Silchuk Logistics, 47184 Wild Clover Circle, Sioux Falls, SD 57107-6457
 cr + Simpelaar Fruit Farm, c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY 13202-1306
 cr + Stella Farms, 7373 E. Doubletree Ranch Road, Suite B-180, Scottsdale, AZ 85258-2035
 cr + TMC Produce Solutions, Corp., 201 Enterprise Ave., Suite 600-B, League City, Tx 77573-3086
 cr + Tarrant County, Linebarger, Goggan, Blair & Sampson, LLP, c/o Elizabeth Weller, 2777 N. Stemmons Frwy Ste 1000, Dallas, TX 75207
 UNITED STATES 75207-2328
 cr + Terra Fresh Foods LLC, PO Box 901575, Homestead, FL 33090-1575
 cr Texas Comptroller of Public Accounts, Revenue Acco, Courtney J. Hull, PO Box 12548, Austin, TX 78711-2548
 cr + Tree Crisp Orchards, LLC, c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY
 13202-1306
 cr + Van Fleet Orchards, LLC, c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY
 13202-1306
 cr + Vernon Central Warehouse Inc dba Sweetener Product, c/o Law Offices of Elizabeth G. Smith, 6655 First Park Ten, Suite 240, San
 Antonio, TX 78213-4304
 cr + Visa Fruit LLC, 15115 Park Row, Suite 350-103, Houston, tx 77084-4947
 cr + XTRA Lease LLC, c/o Kyle L. Hirsch, Bryan Cave Leighton Paisner, LLC, Two North Central Avenue, Suite 2100, Phoenix, AZ
 85004-4533

TOTAL: 61

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/Text: bnkatty@aldineisd.org	Sep 03 2021 19:44:00	ALDINE INDEPENDENT SCHOOL DISTRICT, 2520 W.W. Thorne Drive, Legal Department, Houston, Tx 77073-3406
cr	Email/Text: USCBNotices@cdtfa.ca.gov	Sep 03 2021 19:44:00	California Dept of Tax & Fee Administration, 450 N Street, PO Box 942879, Sacramento, CA 94279-0055
cr	Email/Text: houston_bankruptcy@LGBS.com	Sep 03 2021 19:44:00	Harris County, et al., Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, P.O. Box 3064, Houston, TX 77253-3064
cr	Email/Text: houston_bankruptcy@LGBS.com	Sep 03 2021 19:44:00	Montgomery County, Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064, Houston, TX 77253-3064

TOTAL: 4

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
aty		Foley & Lardner LLP
cr		A Plus Growers LLC
cr		AFCO Credit Corporation
cr		ARAMARK Uniform & Career Apparel, LLC
cr		Ad Hoc Group of Lenders
cr		AmericanStar Transport
op		Ankura Consulting Group, LLC
cr		Arlington ISD
cr		Arlington Independent School District, et al

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cr BREIT Industrial HS Property Owner, LLC
 cr Bella Produce, LLC
 cr Blazer Wilkinson LP
 cr Brothers Produce, Inc.
 cr Bud's Salads, Inc.
 cr C. Lane Company, LLC
 cr C.H. Robinson Worldwide, Inc. d/b/a Robinson Fresh
 cr Cambrian Innovation, Inc.
 cr Cenveo Worldwide Limited
 cr Citrus Plus, Inc.
 cr Classic Harvest, LLC
 cr ColFin 2015-2 Industrial Owner, LLC
 cr Commonwealth of Pennsylvania, Department of Revenue
 cr Continental Fresh LLC
 intp Cortland Capital Market Services LLC
 cr Custom Produce Sales
 cr David Oppenheimer and Company 1, LLC
 cr DeMarree Fruit Farm Inc
 cr Duda Farm Fresh Foods, Inc.
 cr Eagle Produce, LLC dba Martori Farms
 cr First Step Staffing, Inc.
 cr Flexible Funding Ltd., Liability Co.
 cr Fyffes North America Inc
 cr Grimmway Enterprises, Inc. d/b/a Grimmway Farms
 cr Hanshaw Sales
 cr Harvill's Produce Co., Inc.
 cr Houston South Mill, LLC
 cr IPFS Corporation
 cr JA Pacific Sales Company, Inc. dba Pacific Sales C
 cr K.M. Davies Co., Inc.
 cr KC Bailey Orchards LLC
 cr Kani
 cr Kapi Kapi Growers Inc.
 cr Loomis Distributing, Inc.
 cr Mason Farms Operating Co LLC
 cr Midwest Best Produce
 cr Monterey Mushrooms, Inc.
 crcm Official Committee of Unsecured Creditors
 cr Packer Sanitation Services, Inc., Ltd.
 cr Pura Vida Farms, LLC
 cr River Fresh Farms LLC
 cr S&S Marketing and Sales, Inc.
 cr Sol Group Marketing Company
 cr South Mill Mushroom, LLC
 intp Stellex/CF Buyer (US), LLC
 cr Tree Crisp Orchards LLC
 cr US Foods, Inc.
 cr Van Fleet Orchards, LLC
 cr Waste Management, Inc.
 cr Western Oilfields Supply Co, Inc. d/b/a Rain for R
 cr Winpak Films, Inc.
 cr Woodlands Metro Center M.U.D.

TOTAL: 61 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

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Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 05, 2021

Signature: /s/Joseph Speetjens