

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

In re:	§ Chapter 11
	§
COUNTRY FRESH HOLDING	§ Case No. 21-30574
COMPANY INC., <i>et al.</i> ¹	§
	§ Jointly Administered
Debtors.	§

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

PANAGIOTA MANATAKIS, being duly sworn, deposes and says:

1. I am employed as a Senior Case Manager by Epiq Corporate Restructuring, LLC, located at 777 Third Avenue, New York, New York 10017. I am over the age of eighteen years and am not a party to the above-captioned action.
2. On September 9, 2021, I caused to be served the “Notice of Filing of Application and Request for Allowance and Payment of Administrative Expense Claim of EPIQ Corporate Restructuring, LLC,” dated September 9, 2021, a sample of which is annexed here to as Exhibit A, by causing true and correct copies to be:
 - a. enclosed securely in separate postage pre-paid envelopes and delivered via first class mail to those parties listed on the annexed Exhibit B, and
 - b. delivered via electronic mail to those parties listed on the annexed Exhibit C.

¹ The Debtors in these Chapter 11 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.

3. All envelopes utilized in the service of the foregoing contained the following legend:
“LEGAL DOCUMENTS ENCLOSED. PLEASE DIRECT TO THE ATTENTION OF
ADDRESSEE, PRESIDENT OR LEGAL DEPARTMENT.”

/s/ Panagiota Manatakis
Panagiota Manatakis

Sworn to before me this
10th day of September, 2021
/s/ Cassandra Murray

Notary Public, State of New York
No. 01MU6220179
Qualified in Queens County
Commission Expires April 12, 2022

EXHIBIT A

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

In re:)	
)	Chapter 7
COUNTRY FRESH HOLDING COMPANY)	
INC., <i>et. al.</i> , ¹)	Case No. 21-30574
)	
)	(Jointly Administered)
)	
)	

**NOTICE OF FILING OF APPLICATION AND REQUEST FOR
ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE
CLAIM OF EPIQ CORPORATE RESTRUCTURING, LLC**

TO ALL PARTIES IN INTEREST:

1. PLEASE TAKE NOTICE that on September 9, 2021, an Application and Request for Allowance and Payment of Administrative Expense Claim has been filed by Epiq Corporate Restructuring, LLC, as Claims and Administrative Agent for Debtor and Debtors in Possession.

2. COMPENSATION SOUGHT: The Request seeks expenses in the amount of \$47,598.89 for the provision of claims and administrative agent services to the Debtor and Debtors in Possession during the Chapter 11 proceedings.

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: 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 (NC) Inc. (5526), Sun Rich Fresh Foods (USA) Inc. (0429), Sun Rich Fresh Foods (PA) Inc. (4661). The Debtors' principal place of business is 3200 Research Forest Drive, Suite A5, The Woodlands, TX, 77381.

3. NOTICE IS FURTHER GIVEN that objections to this Application, if any, must be filed within twenty-one (21 days with, the Clerk, United States Bankruptcy Court, Southern District of Texas, Houston Division, 515 Rusk Street, Houston, TX 77002. A copy of any objection must be served on the undersigned. If no objections are filed, the Court may, in its discretion, enter an order approving the Application without a hearing.

4. Parties in interest with questions may contact the undersigned.

Date of Notice September 9, 2021

Respectfully submitted,

Signature:	
Name:	Shiloh White
Title:	Senior Corporate Paralegal & Assistant Secretary
Address:	11880 College Blvd., Suite 200 Overland Park, KS 66210
E-Mail:	swhite@epiqglobal.com

Exhibit 1

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

In re:)	
)	Chapter 7
COUNTRY FRESH HOLDING COMPANY)	
INC., <i>et. al.</i> , ¹)	Case No. 21-30574
)	
)	(Jointly Administered)
)	
)	

**APPLICATION AND REQUEST FOR ALLOWANCE AND PAYMENT OF
ADMINISTRATIVE EXPENSE CLAIM OF EPIQ CORPORATE
RESTRUCTURING, LLC**

TO THE HONORABLE MARVIN ISGUR, UNITED STATES BANKRUPTCY JUDGE:

Epiq Corporate Restructuring LLC, (“Epiq”), hereby files its Application and Request for Allowance of Administrative Expense Priority Claim Pursuant to 11 U.S.C. § 503(b) (“Application”) and respectfully represents as follows:

I. JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. § 1409(a). This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (B) and the relief requested by this Application may be granted pursuant 11 U.S.C. §§ 105 and 503, and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas.

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: 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 (NC) Inc. (5526), Sun Rich Fresh Foods (USA) Inc. (0429), Sun Rich Fresh Foods (PA) Inc. (4661). The Debtors’ principal place of business is 3200 Research Forest Drive, Suite A5, The Woodlands, TX, 77381.

II. FACTUAL BACKGROUND

2. Epiq asserts an administrative expense claim pursuant to 11 U.S.C. § 503(b) against the Debtors in the amount of **\$47,598.89** (the “Administrative Expense Claim”) for services provided to the Debtors during the time period between the petition date (February 15, 2021) and the conversion date (June 21, 2021).

3. Specifically, during this time period, Epiq was retained to and provided claims and administrative agent services.

4. The total value of the services sold to and received by the Debtors during this time period was \$47,598.89 and the amount was to be paid by the Debtor Country Fresh LLC. No portion of Epiq’s Administrative Expense Claim relates to goods.

5. The invoices comprising the Administrative Expense Claim (the “Invoices”) are attached hereto as **Exhibit A**.

III. LEGAL ARGUMENT

6. Epiq is entitled to an administrative expense claim against the Debtors under Section 503(b) of the United States Bankruptcy Code (the “Bankruptcy Code”), which provides that, after notice and a hearing, there shall be allowed administrative expenses including “actual and necessary costs and expenses of preserving the estate.” 11 U.S.C. § 503(b)(1)(A). The Supreme Court further explained that administrative expenses should also include “costs ordinarily incident to operation of a business, and not be limited to costs without which rehabilitation would be impossible.” *Reading Co. v. Brown*, 391 U.S. 471, 483 (1968). Whether

Epiq is entitled to an administrative claim is determined by a two-part test: (1) there must be a post-petition transaction between the creditor and the debtor; and (2) the estate must receive a benefit from the transaction. See, e.g., *In re Jack/Wade Drilling, Inc.*, 258 F.3d 385, 387 (5th Cir. 2001); *In re TransAmerican Nat. Gas Corp.*, 978 F.2d 1409, 1416 (5th Cir. 1992); *In re O'Brien Environmental Energy, Inc.*, 181 F.3d 527, 532–33 (3d Cir. 1999); *In re Mid-American Waste Sys.*, 228 B.R. 816 (Bankr. D. Del. 1999). Epiq believes that based on the claims and administrative services provided during that time period, it has met the two-part test and is entitled to an administrative expense claim.

7. Epiq reserves the right to amend its Administrative Expense Claim should it, in its sole discretion, deem it necessary to do so.

WHEREFORE, Epiq respectfully requests that the Court enter an order allowing Epiq's Administrative Expense Claim in the amount of \$47,598.89 against the Debtor Country Fresh LLC, with payment to be made in accordance with the timing and priorities set forth in the Bankruptcy Code.

Dated this 9th day of September 2021.

Signature: Shiloh White
Name: Shiloh White
Title: Senior Corporate Paralegal
& Assistant Secretary
Address: 11880 College Blvd., Suite 200
Overland Park, KS 66210
Kansas City, KS 66105
E-Mail: swhite@epiqglobal.com

Exhibit A



Epiq Corporate Restructuring LLC
777 Third Ave, 12th Floor
New York, NY 10017

Remit to

Epiq Corporate Restructuring LLC
Dept 0255
P.O. Box 120255
Dallas, TX 75312-0255

Tax ID: 33-1041096

For billing questions, call 913-621-9980
or billing@epiqglobal.com

Payment by Wire:

Bank:

ABA Routing:

Acct No:

SWIFT:

Silicon Valley Bank (Santa Clara, CA)

121140399

3300693042

SVBKUS6S

Bill-To

Country Fresh
Attn: Heather Coco
3200 Research Forest Drive
Suite A-5
The Woodlands TX 77381-4084

Information

Invoice No.	90549122	Invoice Date	06/01/2021
Purchase Order No.			
Customer No.	3013865		
Currency	USD		
Contract No.	40047204		
Contract Description	FFG Fresh Food Group		
Terms of Payment	Payable upon receipt		
Internal Reference No	FFG		

Comments

Services for the month of May 2021

Code	Service	Quantity	Unit	Unit Price	Amount
CN300	Director/V.P. Consulting	12.800	H	173.9000	2,225.92
CN200	Senior Consultant II	11	H	168.9000	1,857.90
CN100	Senior Consultant I	11.300	H	158.9000	1,795.57
AS300	Senior Case Manager III	18.600	H	155.1000	2,884.86
AS200	Senior Case Manager II	20.800	H	150.1000	3,122.08
AS100	Senior Case Manager I	0.100	H	140.1000	14.01
CM200	Case Manager II	26.700	H	115.1000	3,073.17
AD300	Admin. Support III	40.500	H	51.7000	2,093.85
OS815	Call Center Operator	1	H	55.0000	55.00
NO100	Noticing	1,222	PAG	0.1000	122.20
NO100T	Noticing - In state	587	PAG	0.1000	58.70
OS224	Envelope - 6X9	36	EA	0.1500	5.40
OS225	Envelope - 9x12	22	EA	0.2500	5.50
OS223	Envelope - #10	8	EA	0.0500	0.40



CONFIDENTIAL



Epiq Corporate Restructuring LLC
777 Third Ave, 12th Floor
New York, NY 10017

Information

Invoice No.	90549122	Invoice Date	06/01/2021
Purchase Order No.			
Customer No.	3013865		

Comments

Services for the month of May 2021

Code	Service	Quantity	Unit	Unit Price	Amount
CA100	Database Maintenance	21,054	CRC	0.1000	2,105.40
OS200	Electronic Imaging	1,641	IMG	0.1000	164.10
OS821	Voice Recorded Message	53.980	MIN	0.3400	18.35
RE100	Postage	1,113.570	EA	1.0000	1,113.57
RE105	Shipping and Courier Fees	225	DLR	1.0000	225.00
Net Amount					20,940.98
Sales Tax					1,292.08
Total Amount Due					22,233.06

Open Items for Contract 40047204 as of 06/10/2021

Trans. Date	Type	Reference	Due Date	Amount	Curr.
06/01/2021	Invoice	90549122	Upon Receipt	22,233.06	USD
Total:				22,233.06	USD



Epiq Corporate Restructuring LLC
777 Third Ave, 12th Floor
New York, NY 10017

Remit to

Epiq Corporate Restructuring LLC
Dept 0255
P.O. Box 120255
Dallas, TX 75312-0255

Tax ID: 33-1041096

For billing questions, call 913-621-9980
or billing@epiqglobal.com

Payment by Wire:

Bank:
ABA Routing:
Acct No:
SWIFT:

Silicon Valley Bank (Santa Clara, CA)
121140399
3300693042
SVBKUS6S

Bill-To

Country Fresh
Attn: Heather Coco
3200 Research Forest Drive
Suite A-5
The Woodlands TX 77381-4084

Information

Invoice No.	90557256	Invoice Date	07/01/2021
Purchase Order No.			
Customer No.	3013865		
Currency	USD		
Contract No.	40047204		
Contract Description	FFG Fresh Food Group		
Terms of Payment	Payable upon receipt		
Internal Reference No	FFG		

Comments

Services for the month of June 2021

Code	Service	Quantity	Unit	Unit Price	Amount
CN300	Director/V.P. Consulting	7.600	H	173.9000	1,321.64
CN200	Senior Consultant II	7	H	168.9000	1,182.30
CN100	Senior Consultant I	20.500	H	158.9000	3,257.45
AS300	Senior Case Manager III	18.400	H	155.1000	2,853.84
AS200	Senior Case Manager II	24.600	H	150.1000	3,692.46
CM200	Case Manager II	49.700	H	115.1000	5,720.47
AD300	Admin. Support III	48.500	H	51.7000	2,507.45
OS815	Call Center Operator	0.900	H	55.0000	49.50
NO100	Noticing	4,733	PAG	0.1000	473.30
NO100T	Noticing - In state	364	PAG	0.1000	36.40
OS224	Envelope - 6X9	199	EA	0.1500	29.85
OS225	Envelope - 9x12	14	EA	0.2500	3.50
OS223	Envelope - #10	173	EA	0.0500	8.65
CA100	Database Maintenance	21,261	CRC	0.1000	2,126.10



CONFIDENTIAL



Epiq Corporate Restructuring LLC
777 Third Ave, 12th Floor
New York, NY 10017

Information

Invoice No.	90557256	Invoice Date	07/01/2021
Purchase Order No.			
Customer No.	3013865		

Comments

Services for the month of June 2021

Code	Service	Quantity	Unit	Unit Price	Amount
OS200	Electronic Imaging	2,302	IMG	0.1000	230.20
OS821	Voice Recorded Message	61.520	MIN	0.3400	20.92
RE100	Postage	295.440	EA	1.0000	295.44
Net Amount					23,809.47
Sales Tax					1,556.36
Total Amount Due					25,365.83

Open Items for Contract 40047204 as of 07/13/2021

Trans. Date	Type	Reference	Due Date	Amount	Curr.
06/01/2021	Invoice	90549122	Upon Receipt	22,233.06	USD
07/01/2021	Invoice	90557256	Upon Receipt	25,365.83	USD
Total:				47,598.89	USD

Exhibit B

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

In re:)	
)	Chapter 11
COUNTRY FRESH HOLDING COMPANY)	
INC., <i>et. al.</i> , ¹)	Case No. 21-30574
)	
)	(Jointly Administered)
)	
)	

**ORDER GRANTING APPLICATION AND REQUEST FOR ALLOWANCE AND
PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM OF EPIQCORPORATE
RESTRUCTURING, LLC PURSUANT TO 11 U.S.C. § 503(b)(9)**

On September 9, 2021, the Application and Request for Allowance and Payment of Administrative Expense Claim of Epiq Corporate Restructuring, LLC (the “Application”) came before the Court for consideration. After considering the Application and all responses, the evidence, and the arguments of counsel, the Court finds that:

1. The Court has jurisdiction under 28 U.S.C. § 1334;
2. The Application is a core matter as defined by 28 U.S.C. § 157;
3. This Court has authority to sign a final order on this Application;
4. All parties entitled to notice of this Application and this hearing have been provided notice;

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: 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 (NC) Inc. (5526), Sun Rich Fresh Foods (USA) Inc. (0429), Sun Rich Fresh Foods (PA) Inc. (4661). The Debtors’ principal place of business is 3200 Research Forest Drive, Suite A5, The Woodlands, TX, 77381.

5. Epiq sold and the Debtors received the services identified in the invoices attached as Exhibit A to the Application (the “Invoices”);

6. The total value of the services sold to and received by the Debtors during the time period was \$47,598.89.

IT IS THEREFORE ORDERED THAT:

1. Epiq Corporate Restructuring, LLC shall have an allowed administrative expense claim pursuant to 11 U.S.C. § 503(b) against Country Fresh LLC in the amount of \$47,598.89; and

2. Payment of Epiq Corporate Restructuring, LLC’s allowed 503(b) administrative claim shall be made at such time as distributions are made to other administrative creditors, and in accordance with the priorities under the Bankruptcy Code.

Dated: _____

HONORABLE MARVIN ISGUR

EXHIBIT B

Claim Name	Address Information
INTERNAL REVENUE SERVICES	CENTRALIZED INSOLVENCY OPERATION PO BOX 7346 PHILADELPHIA PA 19101-7346
INTERNAL REVENUE SERVICES	DEPARTMENT OF THE TREASURY 1500 PENNSYLVANIA AVE NW WASHINGTON DC 20220
INTERNAL REVENUE SERVICES	LOCAL OFFICE 1100 COMMERCE ST, RM 121 DALLAS TX 75242
OFFICE OF THE UNITED STATES ATTORNEY GENERAL	US DEPARTMENT OF JUSTICE ATTN: MATTHEW G. WHITAKER 950 PENNSYLVANIA AVE NW WASHINGTON DC 20530-0001
STATE OF TEXAS ATTORNEY GENERAL	ATTN: KEN PAXTON 300 W 15TH ST AUSTIN TX 78701
STATE OF TEXAS ATTORNEY GENERAL	ATTN: KEN PAXTON PO BOX 12548 AUSTIN TX 78711-2548
TEXAS STATE SECURITIES BOARD	THOMAS JEFFERSON RUSK STATE OFFICE BDLG 208 E 10TH ST AUSTIN TX 78701
THOMPSON, O'BRIEN, KEMP & NASUTI, P.C.	(COUNSEL FOR O'ROURKE DIST. CO., LLC, D/B/A O'ROURKE PETROLEUM) ATTN: ALBERT F. NASUTI, ESQ. 2 SUN COURT, SUITE 400 PEACHTREE CORNERS GA 30092
UNITED STATES CUSTOMS AND BORDER PROTECTION	1300 PENNSYLVANIA AVE NW WASHINGTON DC 20229
UNITED STATES PATENT AND TRADEMARK OFFICE AND	THE UNITED STATES COPYRIGHT OFFICE 101 INDEPENDENCE AVE SE WASHINGTON DC 20559-6000
US ENVIRONMENTAL PROTECTION AGENCY	ATTN: SCOTT PRUITT, ADMINISTRATOR ARIEL RIOS BLDG, 1200 PENNSYLVANIA AVE NW WASHINGTON DC 20460
WINSTON & STRAWN LLP	(COUNSEL TO STELLEX/CF BUYER (US), LLC) ATTN: LAURA KRUCKS 35 W. WACKER DRIVE CHICAGO IL 60601

Total Creditor count 12

Country Fresh Holding Company, Inc.
Case No. 21-30574

WINSTON & STRAWN LLP
(COUNSEL FOR STELLEX/CF BUYER (US), LLC)
ATTN: CAREY D. SCHREIBER
200 PARK AVENUE
NEW YORK, NY 10166

MEUERS LAW FIRM, P.L.
(COUNSEL TO BELLA PRODUCE, LLC, HANSHAW SALES,
HOUSTON SOUTH MILL, LLC, SOUTH MILL MUSHROOM, LLC,
GRIMMWAY ENTERPRISES, INC.)
ATTN: STEVEN M. DE FALCO
5395 PARK CENTRAL COURT
NAPLES, FL 34109

EXHIBIT C

Country Fresh Holding Company, Inc.
Case No. 21-30574
Master Service Electronic Mail List

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PORTER HEDGES LLP	SJOHNSON@PORTERHEDGES.COM
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SCHLANGER SILVER LLP	jcook@schlangersilver.com
SECURITIES & EXCHANGE COMMISSION	CHAIRMANOFFICE@SEC.GOV
SINGER & LEVICK, P.C.	mshriro@singerlevick.com
SPECTOR & COX, PLLC	hspector@spectorcox.com
SPENCE, DESENBERG & LEE, PLLC	ross@sdllaw.com,
SPENCE, DESENBERG & LEE, PLLC	henry@sdllaw.com
	cstokes@stokeslawoffice.com;
STOKES LAW OFFICE LLP	mcobb@stokeslawoffice.com

Country Fresh Holding Company, Inc.
Case No. 21-30574
Master Service Electronic Mail List

THE TEXAS COMPTROLLER	bk-chull@oag.texas.gov
THE UNITED STATES ATTORNEYS OFFICE	RICHARD.KINCHELOE@USDOJ.GOV
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WALKER WILCOX MATOUSEK LLP	tdraper@walkerwilcox.com
WINSTON & STRAWN LLP	cshreiber@winston.com