

**ENTERED**

September 10, 2021

Nathan Ochsner, Clerk

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

|  |                                  |
|--|----------------------------------|
| <b>In re:</b>  | § <b>Chapter 7</b>               |
|  | §                                |
| <b>COUNTRY FRESH HOLDING<br/>COMPANY INC., et. al.<sup>1</sup></b> | § <b>Case No.: 21-30574 (MI)</b> |
|  | §                                |
| <b>Debtors.</b>  | § <b>Jointly Administered</b>    |
|  | §                                |

**STIPULATION AND AGREED ORDER TO EXTEND THE  
ADMINISTRATIVE EXPENSE BAR DATE FOR STELLEX/CF BUYER (US) LLC**

This stipulation and agreed order (“Stipulation and Agreed Order”) is entered into by and between Janet Northrup, as chapter 7 trustee (the “Trustee”) of the estates of Country Fresh Holding Company Inc., et al. (collectively, the “Debtors”) and Stellex/CF Buyer (US) LLC (the “Buyer”, and together with the Trustee, on behalf of the Debtors, the “Parties”). The Parties hereby stipulate and agree as follows:

**RECITALS**

WHEREAS, on February 15, 2021 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code;

WHEREAS, on March 29, 2021, the Court approved the sale of substantially all the Debtors’ assets to the Buyer pursuant to that *Order Authorizing Country Fresh Holdings Company Inc. and Its Affiliated Debtors to (I) Sell Substantially All of the Debtors’ Assets Free and Clear*

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<sup>1</sup> 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.

*of All Liens, Claims, Encumbrances, and Interests, (II) Authorizing and Approving the Debtors' Performance under the APA, (III) Authorizing and Approving the Assumption and Assignment of Certain of the Debtors' Executory Contracts, Unexpired Leases, And Permits Related Thereto, and (IV) Granting Related Relief [Docket No. 437]* (as the same has been and may further be amended, supplemented, or otherwise modified from time to time in accordance with its terms, together with all exhibits thereto, the "Sale Order");

WHEREAS, as authorized by the Sale Order, the Debtors and the Buyer entered into that certain Asset Purchase Agreement, dated as of April 29, 2021 (as the same has been and may further be amended, supplemented, or otherwise modified from time to time in accordance with its terms, together with all exhibits and schedules thereto, the "APA");

WHEREAS, as authorized by the Sale Order and the APA, the Debtors and the Buyer entered into that certain Transition Services Agreement, dated as of April 29, 2021 (as the same has been and may further be amended, supplemented, or otherwise modified from time to time in accordance with its terms, together with all exhibits and schedules thereto, the "TSA");

WHEREAS, on April 29, 2021, the closing of the sale with the Buyer occurred;

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

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

WHEREAS, on August 10, 2021, the Court entered that certain *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* [Docket No. 860] (the "Administrative Expense Bar Date Order"), which established September 10, 2021 as the Administrative Expense Bar Date (as

defined therein), i.e., the deadline for filing applications to approve an administrative expense pursuant to 11 U.S.C. § 503(b) for claims incurred between the Petition Date and June 21, 2021;

WHEREAS, the Parties continue to work through open issues in connection with, among other things, the APA and the TSA, which as of the date hereof have not yet been fully resolved; and

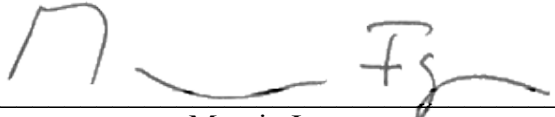
WHEREAS, the Parties have agreed to an extension of the Administrative Expense Bar Date with respect to the Buyer as set forth herein.

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

1. The recitals to this Stipulation and Agreed Order are incorporated as if fully set forth herein.
2. The Administrative Expense Bar Date is extended for the Buyer for all purposes under the Administrative Expense Bar Date Order through and including October 15, 2021.
3. The Administrative Expense Bar Date may be further extended for the Buyer with the written consent of the Parties without further order of the Court.
4. The Parties are authorized to take all actions necessary to effectuate the relief granted pursuant to this Stipulation and Agreed Order.
5. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Stipulation and Agreed Order.

**IT IS SO ORDERED.**

Signed: September 10, 2021

  
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Marvin Isgur  
United States Bankruptcy Judge

**AGREED AND ACCEPTED:**

HUGHES WATTERS ASKANASE, LLP

By: /s/ Heather Heath McIntyre

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**COUNSEL TO THE BUYER**