

**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
	§

**AGREED ORDER (I) APPROVING (A) FIRST AND FINAL FEE APPLICATION OF
FOLEY & LARDNER LLP AS COUNSEL TO THE DEBTORS FOR ALLOWANCE
AND PAYMENT OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED DURING THE PERIOD FROM
FEBRUARY 15, 2021 THROUGH JUNE 21, 2021 AND (B) CERTAIN RELATED FEES
AND EXPENSES, (II) AUTHORIZING THE PAYMENT THEREOF FROM THE
CARVE OUT AND (III) GRANTING CERTAIN RELATED RELIEF**

Upon consideration of the *First and Final Fee Application of Foley & Lardner LLP as Counsel to the Debtors for Allowance and Payment of Compensation for Services Rendered and Reimbursement of Expenses Incurred During the Period from February 15, 2021 through June 21, 2021* (the “**Application**”) and it appearing that this Court has jurisdiction to consider the Application pursuant to 28 U.S.C. § 1334; and it appearing that the venue of these chapter 7 cases in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and, after due deliberation, the Court having determined that the relief requested in the Application is in the best interests of the Debtors; their

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.

estates, their creditors and other parties in interest; and it appearing that proper and adequate notice of the Application has been given and that no other further notice is necessary; and good and sufficient cause appearing therefore;

It is hereby **ORDERED, ADJUDGED, AND DECREED** that:

1. Foley & Lardner LLP is hereby allowed as administrative expenses on a final basis in the amount of \$2,024,164.00 in fees and \$48,193.62 in expenses for a total amount of \$2,072,357.62, incurred from February 15, 2021 through June 21, 2021, but also including amounts expended in connection with the finalizing, filing, and prosecution of the Debtors' professionals fee applications.

2. Foley & Lardner LLP previously received \$1,208,227.20 in fees and \$28,773.68 in expenses from the Debtors pursuant to the Interim Compensation Order [Dkt No. 598].

3. The Chapter 7 Trustee is authorized and directed to promptly pay the remaining approved fees in the amount of \$815,936.80 and expenses in the amount of \$19,419.94 for a total of \$835,356.74 to Foley & Lardner LLP from the Carve-Out (as defined in the DIP Order [Dkt No. 335]).

4. As it concerns the remaining requested fees incurred post-conversion in the Application, the Lenders have agreed that Foley & Lardner LLP shall be paid in the aggregate amount of \$40,000 from the Lenders' cash collateral, and shall have no other claim against the bankruptcy estates for the remaining fees in the Application (the "Additional Approved Fees").

5. The Chapter 7 Trustee is authorized and directed to promptly pay the Additional Approved Fees in the amount of \$40,000 to Foley & Lardner LLP from the Lenders' cash collateral.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____

Marvin Isgur
United States Bankruptcy Judge

AGREED AND ACCEPTED:

FOLEY & LARDNER LLP

/s/ John P. Melko

John P Melko
Texas State Bar No. 13919600
Email: jmelko@foley.com
Sharon M. Beausoleil
Texas State Bar No. 24025245
Email: sbeausoleil@foley.com
1000 Louisiana Street, Suite 2000
Houston, Texas 77002
Telephone: 713.276.5500

Mark C. Moore
Texas State Bar No. 24074751
Email: mmoore@foley.com
2021 McKinney Avenue, Suite 1600
Dallas, Texas 75201
Telephone: 214.999.4150

HUGHES WATTERS ASKANASE, LLP

/s/ Heather McIntyre

Heather McIntyre
Texas State Bar No. 24041076
Email: hmcintyre@hwa.com
Wayne Kitchens
State Bar No. 11541110
Email: wkitchens@hwa.com
Total Plaza
1202 Louisiana Street, 28th Floor
Houston, Texas 77002
Telephone: 713.759.0818

**COUNSEL FOR CHAPTER 7 TRUSTEE,
JANET S. NORTHUP**

PORTER HEDGES LLP

/s/ John F. Higgins

John F. Higgins

State Bar No. 09597500

jhiggins@porterhedges.com

Shane Johnson

State Bar No. 24083263

sjohnson@porterhedges.com

Megan Young-John

State Bar No. 24088700

myoung-john@porterhedges.com

1000 Main Street, 36th Floor,

Houston, Texas 77002-2764

Telephone: (713) 226-6000

and

**PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP**

Elizabeth R. McColm*

John T. Weber*

Diane Meyers*

Grace C. Hotz*

1285 Avenue of the Americas

New York, NY 10019

(212) 373-3000

(212) 757-3990 (Fax)

emccolm@paulweiss.com

jweber@paulweiss.com

dmeyers@paulweiss.com

ghotz@paulweiss.com

*Admitted Pro Hac Vice

**COUNSEL TO AD HOC GROUP OF
SECURED LENDERS**