

**ENTERED**

November 22, 2021

Nathan Ochsner, Clerk

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

<b>In re:</b>  <b>COUNTRY FRESH HOLDING COMPANY INC., et. al.<sup>1</sup></b>  <b>Debtors.</b>	§ <b>Chapter 11</b> § § <b>Case No.: 21-30574 (MI)</b> § § <b>Jointly Administered</b> §
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**STIPULATION AND AGREED ORDER REGARDING ALLOWANCE AND  
PAYMENT OF SECURED CLAIM OF US BANK, N.A. IN FULL AND COMPLETE  
SETTLEMENT OF MOTION FOR RELIEF FROM THE AUTOMATIC STAY**

[Related to Docket No. 1045]

This stipulation and agreed order (“Stipulation and Agreed Order”) is entered into by and between Janet Northrup (the “Trustee”), as chapter 7 trustee of the estates of Country Fresh Holding Company Inc., et al. (collectively, the “Debtors”), the Ad Hoc Group of Secured Lenders (the “Lenders”), US Bank, N.A. d/b/a US Bank Equipment Finance (“US Bank”, and together with the Trustee and Lenders, collectively, the “Parties”). The Parties hereby stipulate and agree as follows:

**RECITALS**

WHEREAS, on February 15, 2021, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code;

WHEREAS, on March 18, 2021, the Court entered its *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral,*

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<sup>1</sup> 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).

*(III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Secured Parties, (V) Modifying Automatic Stay, and (VI) Granting Related Relief* [Dkt. No. 335] (the “Final DIP Order”);

WHEREAS, on March 25, 2021, US Bank filed its proof of claim 4-1 against Country Fresh, LLC (the “Proof of Claim”), whereby US Bank asserted a secured claim in the amount of \$68,205.00 and a general unsecured claim in the amount of \$58,749.60 for a total asserted claim in the amount of \$126,954.60;

WHEREAS, on March 29, 2021, the Court approved the sale of substantially all the Debtors’ assets to the Buyer pursuant to the *Order Authorizing Country Fresh Holdings Company Inc. and Its Affiliated Debtors to (I) Sell Substantially All of the Debtors’ Assets Free and Clear 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, on April 29, 2021, the closing of the sale with Stellex/CF Buyer (US) LLC occurred pursuant to the Sale Order;

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 bankruptcy cases;

WHEREAS, on November 3, 2021, US Bank filed its *Motion for Relief from Automatic Stay Regarding Funds Held by the Chapter 7 Trustee* [Dkt. No. 1045] (the “Stay Motion”); and

WHEREAS, it is unclear the amount of sales proceeds the Debtors’ bankruptcy estates may be entitled to pursuant to the Sales Order due to the purchase price adjustment account currently being held in escrow and subject to ongoing wind down procedures in the Sale Order and related asset purchase and sale agreement.

**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. US Bank shall have (i) an agreed allowed secured claim in the amount of \$55,000.00 (the “Allowed Secured Claim”) and (ii) an agreed allowed unsecured claim in the amount of \$71,954.60 (the “Allowed Unsecured Claim”).
3. Pursuant to the statutory distribution scheme provided in Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), the Trustee shall pay US Bank from the Lenders’ Cash Collateral the Allowed Secured Claim within fourteen (14) days of entry of this Stipulation and Agreed Order, and, to the extent that there may be any distribution to general unsecured creditors on a pro rata basis or otherwise, the Trustee shall pay the Allowed Unsecured Claim to US Bank along with other claims of the same priority as soon as is practicable in the due course of the administration of the Debtors’ bankruptcy estates.
4. All claims registers shall be adjusted, modified, and/or reduced to reflect US Bank’s Allowed Secured Claim and Allowed Unsecured Claim.
5. Except as may otherwise be provided in this Stipulation and Agreed Order, all relief sought in the Stay Motion is denied.

6. The Parties are authorized to take all actions necessary to effectuate the relief granted pursuant to this Stipulation and Agreed Order.

7. Nothing in this Stipulation and Agreed Order shall be construed to affect any other claims asserted by other claimants in the above-captioned bankruptcy cases and the treatment of such purported claims.


8. This Stipulation and Agreed Order is subject to the approval of the Court and shall be of no force and effect unless and until an order approving the same is entered. If this Stipulation and Agreed Order is not approved by the Court, it shall be null and void and shall not be referred to, or used for any purpose, by any of the Parties except as to this Paragraph 8.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Stipulation and Agreed Order.

10. This Stipulation and Agreed Order shall not be modified, altered, amended, or vacated without written consent of the Parties hereto. Any such modification, alteration, amendment or vacation, in whole or in part, shall be subject to the approval of the Court.

**IT IS SO ORDERED.**

Signed: November 22, 2021

  
\_\_\_\_\_  
Marvin Isgur  
United States Bankruptcy Judge

**AGREED AND ACCEPTED:**

/s/ Heather McIntyre

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FRESH HOLDING COMPANY INC., et.  
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/s/ Diane Meyers\*\*

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\*Admitted *Pro Hac Vice*

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

\*\*Signed with permission provided to

Heather McIntyre

/s/ Heather McIntyre

/s/ Christopher V. Arisco

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**COUNSEL FOR US BANK N.A.**

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: Nov 22, 2021

User: ADIuser  
Form ID: pdf002

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Total Noticed: 78

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 Nov 24, 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 Schlomann 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 II, Inc., Harris Beach PLLC c/o Lee E. Woodard, 333 West Washington Street, Suite 200, Syracuse, NY 13202 UNITED STATES 13202-9204
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
cr	+ BG Finance and Accounting, Inc. d/b/a Donovan & Wa, 3710 Rawlins Street, Suite 1300, Dallas, TX 75219-4238
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	+ Bernard Presume, 25420 Kuykendahl, Suite B300-1043, The Woodlands, TX 77375-3405
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
cr	+ Enoy Joseph, c/o Seth D. Carson, 1835 Market Street, Suite 2950, Philadelphia, PA 19103-2946
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

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cr + General Equipment Acceptance Corporation, c/o Albert A. Ciardi, III, Esquire, Ciardi Ciardi & Astin, 1905 Spruce Street, Philadelphia, PA 19103-5732

cr + Industrial Imaging Products, 403 Westpark Court, Suite 210, Peachtree City, GA 30269-1426

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 + Jude Dominique, 25420 Kuykendahl, Suite B300-1043, The Woodlands, TX 77375-3405

cr + KC Bailey Orchards, LLC, c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY 13202-1306

cr + Louise Maria Beaucejour, 25420 Kuykendahl, Suite B300-1043, The Woodlands, TX 77375-3405

cr + Malene Louis, 25420 Kuykendahl, Suite B300-1043, The Woodlands, TX 77375-3405

cr + Marie Dorvilier, 25420 Kuykendahl, Suite B300-1043, The Woodlands, TX 77375-3405

cr + Mason Farms Operating Co., LLC, c/o Bond, Schoeneck & King, PLLC, Attn: Camille W. Hill, Esq., One Lincoln Center, Syracuse, NY 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 ORourke 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 + Sainforose Bernier, 25420 Kuykendahl, Suite B300-1043, The Woodlands, TX 77375-3405

cr + Sainforose Souffrant, 25420 Kuykendahl, Suite B300-1043, The Woodlands, TX 77375-3405

cr + Sargento Foods Inc., c/o Susan C. Mathews, Baker Donelson, 1301 McKinney Street, Ste 3700, Houston, TX 77010-3034

cr + Sauveur Louis, 25420 Kuykendahl, Suite B300-1043, The Woodlands, TX 77375-3405

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 + US Bank NA d/b/a US Bank Equipment Finance, c/o Padfield & Stout, LLP, Christopher V. Arisco, 420 Throckmorton Street, Suite 1210, Fort Worth, TX 76102-3792

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, LLP, Two North Central Avenue, Suite 2100, Phoenix, AZ 85004-4533

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cr	+ Email/Text: bnkatty@aldineisd.org	Nov 22 2021 19:56:00	ALDINE INDEPENDENT SCHOOL DISTRICT, 2520 W.W. Thorne Drive, Legal Department, Houston, Tx 77073-3406
cr	Email/Text: USCBNotices@cdtfa.ca.gov	Nov 22 2021 19:56:00	California Dept of Tax & Fee Administration, 450 N Street, PO Box 942879, Sacramento, CA 94279-0055
cr	Email/Text: houston_bankruptcy@LGBS.com	Nov 22 2021 19:56:00	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	Nov 22 2021 19:56:00	Montgomery County, Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064, Houston, TX 77253-3064



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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
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		Hennessey Foods, LLC
cr		Horizon Marketing, 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



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Antonio Villeda	on behalf of Creditor AMH Produce Company <a href="mailto:avilleda@mybusinesslawyer.com">avilleda@mybusinesslawyer.com</a> <a href="mailto:VilledaFiled@hotmail.com">VilledaFiled@hotmail.com</a> ; <a href="mailto:villedalawgroup@ecf.courtdrive.com">villedalawgroup@ecf.courtdrive.com</a> ; <a href="mailto:ccheatham@mybusinesslawyer.com">ccheatham@mybusinesslawyer.com</a> ; <a href="mailto:ehury@mybusinesslawyer.com">ehury@mybusinesslawyer.com</a> ; <a href="mailto:info2@mybusinesslawyer.com">info2@mybusinesslawyer.com</a> ; <a href="mailto:mfsantos@mybusinesslawyer.com">mfsantos@mybusinesslawyer.com</a>
Bruce W Akerly	on behalf of Creditor Bud's Salads Inc. <a href="mailto:bakerly@akerlylaw.com">bakerly@akerlylaw.com</a> , <a href="mailto:Lawclerk@akerlylaw.com">Lawclerk@akerlylaw.com</a>

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Camille W Hill	on behalf of Creditor DeMarree Fruit Farm Inc chill@bsk.com kdoner@bsk.com;tayers@bsk.com
Camille W Hill	on behalf of Creditor Mason Farms Operating Co. LLC chill@bsk.com, kdoner@bsk.com;tayers@bsk.com
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