

ENTERED

January 06, 2022

Nathan Ochsner, Clerk

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

In re: COUNTRY FRESH HOLDING COMPANY INC., et. al.¹ Debtors.	§ Chapter 7 § § Case No.: 21-30574 (MI) § § Jointly Administered §
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**STIPULATION AND AGREED ORDER
TO ASSUME AGREEMENTS WITH PUBLIX SUPER MARKETS, INC.**

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"), Publix Super Markets, Inc. ("Publix"), and Stellex/CF Buyer (US) LLC (the "Buyer", and together with the Trustee, on behalf of the Debtors, and Publix, 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 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*

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.

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, by and between the Debtors and the Buyer (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, including the Supplemental TSA Order (as defined below), the "TSA"), which TSA has governed the business between the Parties from the Closing through the date hereof;²

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] (the "Conversion Order");

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the APA, the Sale Order, or the TSA, as applicable.

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

WHEREAS, the Parties have been engaged in ongoing negotiations regarding the following agreements: (i) the Continuing Guaranty and Indemnity Agreement, by and between Publix and Debtor Country Fresh LLC; and (ii) Supplier Information Packet and Acknowledgment Agreement, by and between Publix and Debtor Country Fresh, Inc. (collectively, the “Agreements”);

WHEREAS, on August 2, 2021, the Court entered that certain *Stipulation and Agreed Order Regarding Publix Super Markets, Inc.* [Docket No. 832], pursuant to which, as and to the extent set forth therein, the Designation Rights Period and the Term of the TSA were extended through and including September 13, 2021 with respect to the Agreements;

WHEREAS, on September 15, 2021, the Trustee filed the *Notice of Intent to Assume and Assign Certain Executory Contracts–Publix Supermarkets, Inc.* [Docket No. 971] (the “Assumption Notice”) to notify Publix of the intent to assume and assign the Agreements to the Buyer as of September 13, 2021 and provide Publix with an opportunity to object;

WHEREAS, Publix did not object to the Assumption Notice and the Agreements were assumed upon the expiration of the objection deadline in accordance with paragraph 24 of the Sale Order; and

WHEREAS, the Parties have agreed to clarify the terms of the assumption and assignment to the Buyer of the Agreements 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 Agreements shall be assumed and assigned to the Buyer effective as of September 13, 2021 and shall be deemed Assumed Contracts under the Sale Order.

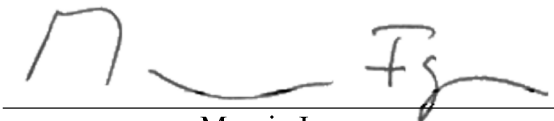
3. The Term of the TSA with respect to the Agreements shall be deemed to have ended as of September 13, 2021.

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: January 06, 2022



Marvin Isgur
United States Bankruptcy Judge

AGREED AND ACCEPTED:

HUGHES WATTERS ASKANASE, LLP

By: /s/ Heather Heath McIntyre

Wayne Kitchens

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State Bar No. 11541110

Heather Heath McIntyre

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Houston, TX 77002

Telephone: 713-759-0818

Facsimile: 713-759-6834

**ATTORNEYS FOR JANET NORTHRUP,
CHAPTER 7 TRUSTEE**

By: /s/ Stephanie C. Lieb

STEPHANIE C. LIEB

COUNSEL TO PUBLIX SUPER MARKETS, INC.

SLIEB@TRENAM.COM

FLORIDA BAR NO. 0031806

TRENAM LAW

101 E. KENNEDY BLVD., SUITE 2700

TAMPA, FL 33602

(813)227-7469

COUNSEL FOR PUBLIX

WINSTON & STRAWN LLP

/s/ Carey D. Schreiber

Carey D. Schreiber*

200 Park Avenue

New York, New York 10166

Telephone: (212) 294-6700

Facsimile: (212) 294-4700

E-mail: cschreiber@winston.com

*Admitted *Pro Hac Vice*

**COUNSEL TO THE BUYER AND CF
OSWEGO**

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: Jan 06, 2022

User: ADIuser
Form ID: pdf002

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Total Noticed: 79

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 Jan 08, 2022:

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

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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

intp + Jackson Walker LLP, c/o Kristhy M. Peguero, 1401 McKinney Street, Suite 1900, Houston, TX 77010-1900

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

TOTAL: 73

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	Jan 06 2022 20:01:00	ALDINE INDEPENDENT SCHOOL DISTRICT, 2520 W.W. Thorne Drive, Legal Department, Houston, Tx 77073-3406
cr	Email/Text: USCBNotices@cdtfa.ca.gov	Jan 06 2022 20:01:00	California Dept of Tax & Fee Administration, 450 N Street, PO Box 942879, Sacramento, CA 94279-0055
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	Jan 06 2022 20:01:00	Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller, 2777 N. Stemmons Freeway, Suite 1000, Dallas, TX 75207-2328
cr	Email/Text: houston_bankruptcy@LGBS.com	Jan 06 2022 20:01:00	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	Jan 06 2022 20:01:00	Montgomery County, Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box

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3064, Houston, TX 77253-3064

cr + Email/Text: dallas.bankruptcy@LGBS.com

Jan 06 2022 20:01:00

Tarrant County, Linebarger, Goggan, Blair &
Sampson, LLP, c/o Elizabeth Weller, 2777 N.
Stemmons Frwy Ste 1000, Dallas, TX 75207,
UNITED STATES 75207-2328

TOTAL: 6

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
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
fa		Juengling, PC
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.
cr		Official Committee of Unsecured Creditors

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Total Noticed: 79

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	United Parcel Service, 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: 65 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.

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: Jan 08, 2022

Signature: /s/Joseph Speetjens