

**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
	§

**STIPULATION AND AGREED ORDER AMENDING ASSET PURCHASE
AGREEMENT**

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, 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 the *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 (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")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];

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

WHEREAS, on July 14, 2021, the Court entered the *Stipulation and Agreed Order Amending Transition Services Agreement and Asset Purchase Agreement* [Docket No. 784], which, among other things, amended Section 3.3 of the APA to extend the deadline for the Buyer to prepare and deliver to Sellers a statement allocating the Purchase Price; and

WHEREAS, the Parties have agreed to further amend the APA as described below.

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

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the APA.

1. The recitals to this Stipulation and Agreed Order are incorporated as if fully set forth herein.
2. The APA shall be amended as set forth in this Stipulation and Agreed Order.
3. The first sentence of Section 3.3 of the APA shall be amended as set forth below:
 - a. With respect to the Assets, the Buyer shall prepare and deliver to Sellers a statement allocating the Purchase Price between the aggregated Assets and the Assumed Liabilities on or before January 31, 2022.
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.

Dated: January _____, 2022
Houston, Texas

MARVIN ISGUR,
UNITED STATES BANKRUPTCY JUDGE

AGREED AND ACCEPTED:

HUGHES WATTERS ASKANASE, LLP

By: /s/ Heather Heath McIntyre

Wayne Kitchens

wkitchens@hwa.com

State Bar No. 11541110

Heather Heath McIntyre

hmcintyre@hwa.com

State Bar No. 24041076

1201 Louisiana, Suite 2800

Houston, TX 77002

Telephone: 713-759-0818

Facsimile: 713-759-6834

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

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