

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

Southern Foods Group, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-36313 (DRJ)

(Jointly Administered)

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF BERKELEY RESEARCH GROUP, LLC AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO DECEMBER 6, 2019**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

¹ The Debtors in these Cases, along with the last four digits of each Debtor's federal tax identification number, are: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta- Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200).

The Official Committee of Unsecured Creditors (the "Committee") of Southern Foods Group, LLC, *et al.*, as debtors and debtors in possession (the "Debtors"), submits this application (the "Application") for an order, substantially in the form attached hereto as Exhibit A, pursuant to Sections 328(a), 330 and 1103 of Title 11 of the United States Code (the "Bankruptcy Code"), Rules 2014(a) and 2016(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rules 2014-1 and 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the "Local Rules"), authorizing the employment of Berkeley Research Group, LLC ("BRG") as financial advisor to the Committee. In support of this Application, the Committee submits the Declaration of Christopher J. Kearns (the "Kearns Declaration") which is incorporated herein as Exhibit B, and incorporates the statements contained in the *Declaration of Andrew Herink in Support of the Applications of the Official Committee of Unsecured Creditors of Southern Foods Group, LLC, et al. to Retain (I) Berkeley Research Group, LLC as Financial Advisor and (II) Miller Buckfire & Co. LLC as Investment Banker* (the "Herink Declaration"), filed contemporaneously with this Application. In further support of this Application, the Committee respectfully represents as follows:

JURISDICTION

1. The United States Bankruptcy Court for the Southern District of Texas (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference from the United States District Court for the Southern District of Texas*, dated May 24, 2012 (the "Amended Standing Order").

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. The statutory predicates for the relief sought herein are Bankruptcy Code sections

328(a), 330 and 1103(a), Bankruptcy Rule 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-1.

BACKGROUND

4. On November 12, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the Court (the “Cases”). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

5. These chapter 11 cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the Court’s *Order Directing Joint Administration of Chapter 11 Cases* [Docket. No. 9], entered on November 12, 2019.

6. Additional information about the Debtors’ business and the events leading up to the Petition Date can be found in the *Declaration of Gary Rahlfs in Support of Debtors’ Chapter 11 Proceedings and First Day Pleadings* [Docket No. 46].

7. On November 22, 2019, (the “Formation Date”), the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed seven of the Debtors’ unsecured creditors to serve as members of the Committee [Docket No. 288]. The Committee is currently comprised of the following members: (i) Central States, Southeast and Southwest Areas Pension Fund, (ii) The Bank of New York Mellon Trust Company, N.A., (iii) Pension Benefit Guaranty Corporation, (iv) Land O’Lakes, Inc., (v) California Dairies, Inc., (vi) Consolidated Container Company LP, and (vii) Select Milk Producers, Inc.

8. Following the Formation Date, on December 6, 2019 (the “Selection Date”) the Committee selected BRG to serve as its financial advisor. The Committee has also selected Akin

Gump Strauss Hauer & Feld LLP (“Counsel” or “Akin Gump”) to serve as its counsel, and Miller Buckfire & Co. LLC (“Miller Buckfire”) to serve as its investment banker.

REQUESTED RELIEF AND REASONS THEREFOR

9. The Committee respectfully requests entry of an order pursuant to Bankruptcy Code sections 328(a), 330, and 1103(a) authorizing BRG to perform financial advisory services for the Committee that will be necessary during these Cases. The Debtors are a large, complex enterprise, and the Committee requires the services of an experienced financial advisor to enable the Committee to fulfill its fiduciary duties.

10. The Committee determined that the services of BRG are necessary to enable the Committee to assess and monitor the efforts of the Debtors and their professionals, to ensure that the Debtors are able to successfully reorganize (through a standalone reorganization and/or asset sale(s)), and to maximize the value of the Debtors’ estates for the benefit of the unsecured creditors. Further, BRG is well-qualified and able to represent the Committee in a cost-effective, efficient and timely manner.

11. Immediately upon its selection, BRG commenced work on several time-sensitive matters and promptly devoted substantial resources to these cases pending submission and approval of this Application. In order to allow BRG to be compensated for work performed prior to and after the submission of this Application, the Committee seeks to employ BRG as its financial advisor *nunc pro tunc* to December 6, 2019.

A. Qualifications of Professionals

12. BRG has significant qualifications and experience in providing the services contemplated herein. BRG’s Corporate Finance practice consists of senior financial, management consulting, accounting, and other professionals who specialize in providing restructuring,

transaction advisory, litigation support, solvency, and valuation assistance and providing a focus on viable solutions that maximize value for companies and creditors, typically in distressed business settings. BRG has acted as financial advisor, crisis manager, and corporate officer in middle market to large multinational restructurings across a wide array of industries. BRG Corporate Finance provides services including forensic analysis, plan development and implementation, and advice on sale/merger transactions. Moreover, the Corporate Finance professionals at BRG have assisted and advised debtors, creditors, creditors' committees, bondholders, investors, and others in numerous bankruptcy cases, including: *Verity Health System of California*; *Peabody Energy Corporation*; *Sabine Oil & Gas Corp.*; *Quicksilver Resources, Inc.*; *Walter Energy*; *Arch Coal*; *Real Industry, Inc.*; *M & G USA Corporation*; *Chrysler (a.k.a. Old Carco LLC)*; *MF Global Holdings, Ltd.*; *Molycorp Inc.*; *Nine West Holdings, Inc.*; *21st Oncology Holdings*; *Vitamin World, Inc.*; *Reichhold Holdings US, Inc.*; *Brookstone Holding Corp.*; *Refco, Inc.*; *Tropicana Entertainment, LLC*; *Spiegel Inc.*; *W.R. Grace & Co.*; *Mirant Energy Corp.*; *Penson Worldwide, Inc.*; *SemGroup, L.P.*; *Nortel Networks Inc.*; and *Calpine Corporation*.²

13. The Committee chose BRG to act as its financial advisor in these Chapter 11 Cases based in large part on the experience outlined above. The Committee believes that BRG's services are necessary to enable the Committee to assess and monitor the Debtors' restructuring efforts in furtherance of the Committee's obligations to protect the interests of and maximize value for all unsecured creditors. Moreover, based on the experience of BRG's professionals in large, complex chapter 11 cases, the Committee believes that BRG is well-qualified to provide such services in a cost-effective, efficient and timely manner.

² The professionals were employed in certain of these engagements prior to joining BRG.

B. Services to be Rendered

14. BRG will provide such financial advisory services to the Committee as the Committee deems appropriate and necessary in order to advise the Committee during the course of these Cases. The services to be rendered by BRG, which services may be subject to modification at the Committee's request, are necessary to enable the Committee to faithfully execute its statutory duties to unsecured creditors.

15. Subject to further order of this Court, the Committee has requested that BRG render financial advisory services with respect to the following areas:

- a) Developing a periodic monitoring report to enable the Committee to evaluate the Debtors' financial performance, relative to projections and any relevant operational issues, on an ongoing basis;
- b) Monitoring liquidity and cash flows throughout the case and scrutinizing cash disbursements and capital requirements on an on-going basis for the period subsequent to the commencement of these cases;
- c) Analyzing the Debtors' business plan / operational restructuring and monitoring the implementation of any strategic initiatives;
- d) Advising and assisting the Committee in its assessment of the Debtors' employee needs and related costs including any recent employee bonuses or retention payments, any proposed KERP or KEIP and any issues related to collective bargaining agreements;
- e) Assisting in the development and review of a cost/benefit analysis with respect to the assumption or rejection of various executory contracts and leases;
- f) Providing support for Miller Buckfire and counsel as necessary to address issues related to the sale process, the DIP financing and any subsequent replacement financing;
- g) Analyzing relief requested in the cash management motion and other use of cash collateral arrangements negotiated, including proper controls related to and financial transparency into intercompany transactions between Debtor entities and non-debtor affiliates;

- h) Analyzing both historical and ongoing related party transactions and/or material unusual transactions of the Debtors and non-Debtor affiliates;
- i) Advising the Committee in its analysis of the Debtors' and non-Debtor affiliates' historical, current, and projected financial affairs, including SEC filings and other regulatory disclosures;
- j) Assisting in the review of financial related disclosures, including the Debtors' Schedules of Assets and Liabilities, Statement of Financial Affairs and Monthly Operating Reports;
- k) Assisting counsel in its evaluation of antitrust and other regulatory issues with respect to the Debtors' contemplated sale transaction;
- l) Advising and assisting the Committee and counsel in reviewing and evaluating any court motions, applications, or other forms of relief, filed or to be filed by the Debtors, or any other parties-in-interest (excluding the DIP motion and other related motions, where tasks will be performed by Miller Buckfire);
- m) Advising and assisting the Committee and counsel in its review of the pre-petition liens of the secured parties;
- n) Identifying and developing strategies related to the Debtors' intellectual property;
- o) Advising the Committee in its' analysis of potential preference payments, fraudulent conveyances, and other potential causes of action that the Debtors' estates may hold against insiders and/or third parties;
- p) Providing support to the Committee and counsel regarding potential litigation strategies;
- q) Monitoring the Debtors' claims management process, including analyzing all classes of claims and guarantees, and summarizing claims by entity and preparing a waterfall of expected recoveries to creditor classes under various settlement scenarios;
- r) Reviewing any bankruptcy plan and disclosure statement proposed by the Debtors including the assessment of projections to ensure any plan or reorganization is supported by a credible business plan/projections;
- s) Working with the Debtors' tax advisors to ensure that any restructuring or sale transaction is structured to minimize tax liabilities to the estate;

- t) Attending Committee meetings and court hearings as may be required; and
- u) Performing other matters as may be requested by the Committee from time to time, including: rendering expert testimony, issuing expert reports and/or preparing litigation or forensic analyses that have not yet been identified but as may be requested by the Committee and its counsel.

C. No Duplication of Services

16. The services to be provided by BRG will be at the request and direction of the Committee so as to avoid duplicative efforts among the Committee's professionals retained in this case. As indicated in the Kearns Declaration, BRG acknowledges that Miller Buckfire has been selected by the Committee to perform investment banking services for the Committee. The investment banking services that Miller Buckfire is to provide to the Committee (*e.g.*, DIP financing, sale process) are separate and distinct from the restructuring and financial advisory services that BRG will be providing to the Committee (*e.g.* claims and lien analysis, contract assumption/rejection analysis, cash management monitoring). The Committee has approved a delineation of responsibilities between BRG and Miller Buckfire to achieve case efficiencies and avoid duplication of efforts. This is discussed in further detail in the Herink Declaration, filed contemporaneously with this Application. Moreover, BRG and Miller Buckfire have been co-advisors before and thus the firms have experience ensuring that best practices are maintained in the provision of services to the Committee.

17. BRG intends to communicate regularly with the Committee and its legal advisors to ensure that the actual financial advisory services performed are appropriate based on the status of the case and needs of the Committee. BRG will coordinate all tasks with Counsel and Miller Buckfire to achieve case efficiencies and avoid duplication of efforts. The Committee believes it is necessary to employ BRG as its financial advisor to render the foregoing professional services. In light of BRG's substantial experience and expertise and the complex nature of the Debtors'

business and financial affairs, the Committee believes that BRG is well qualified to advise it in these bankruptcy cases.

D. Use of Contractors

18. Notwithstanding anything in this Application to the contrary, BRG shall (i) to the extent that, it uses the services of independent contractors or subcontractors (the “Contractors”) in these Cases, pass-through the cost of Contractors to the Debtors at the same rate that BRG pays such Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflict checks as required for BRG; and (iv) file with the Court such disclosures required by Bankruptcy Rule 2014.

E. Disinterestedness of Professionals

19. To the best of the Committee’s knowledge and based upon and subject to the disclosures made in the Kearns Declaration filed contemporaneously herewith, BRG is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code and the Committee is satisfied that: (i) BRG represents no interest adverse to the Committee, the Debtors, their estates, or any other party in interest in the matters upon which it is to be engaged and that its employment is in the best interest of the estates; (ii) BRG, together with its Managing Directors and Directors, do not have any financial interest or business with the Debtors; (iii) BRG has no connection with the U.S. Trustee or any other person employed in the office of the U.S. Trustee; and (iv) BRG has no connection with the bankruptcy judge approving the employment of BRG as the Committee’s financial advisor. BRG has not provided, and will not provide, any professional services to the Debtors, any other creditors, other parties in interest, or their respective attorneys and accountants with regard to any matter related to these Chapter 11 Cases.

20. From time to time, BRG may be asked to value and manage the liquidation of assets

of investment funds. Such investment funds could, from time to time, take positions in debt or equity of the Debtors, without BRG's knowledge or consent. BRG has no pecuniary interest in such investment funds, nor will BRG profit from the value realized from the sale of such funds' interests in the Debtors. Under such circumstances, if BRG is providing valuation work on any debt or equity securities of the Debtors for any investment fund for the duration of this engagement, then the BRG employees undertaking such work will be restricted and have no access to the confidential information of the Debtors. Moreover, to the extent any employees of BRG are utilized by the Debtors for valuation expertise (and, accordingly, given access to confidential information of the Debtors), for the duration of this engagement those employees will not perform any valuation work on any debt or equity securities of the Debtors for any investment fund.

F. Professional Compensation

21. BRG has advised the Committee that it intends to charge its standard hourly rates for professional services rendered plus reimbursement of actual and necessary expenses incurred by BRG. The professional fees shall be calculated by multiplying the hours worked by the hourly billing rates in effect for the specific personnel involved. The hourly rates charged by BRG for the services provided by its personnel differ based upon, among other things, each professional's level of experience, geographic differentials, and types of services being provided. In the ordinary course of business, BRG periodically revises its hourly rates to reflect promotions and other changes in personnel responsibilities, increases in experience, and increases in the cost of doing business.

22. BRG has advised the Committee that its fees will be commensurate with the fees charged to its other clients and in other cases of this size (provided such clients are billed hourly). BRG has also advised the Committee that it intends to make application to the Court for allowance

of its compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the terms of any order establishing procedures for interim compensation that may be entered in this case. BRG's compensation for services rendered on behalf of the Committee shall be fixed by the Court after due application.

23. For professional services, fees are based on BRG's standard hourly rates. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the professionals and paraprofessionals who provide services to the Committee. The current standard hourly rates for BRG personnel that will work on this engagement are as follows:

	2019	2020
Managing Director	\$775 - \$1,050	\$825 - \$1,095
Director	\$595 - \$815	\$625 - \$835
Professional Staff	\$275 - \$720	\$280 - \$740
Support Staff	\$135 - \$275	\$135-\$275

These standard hourly rates are subject to periodic adjustment, which shall be noted on the invoices for the first time period in which the revised rates become effective. As a courtesy, BRG has provided both the 2019 and 2020 standard rates. The standard hourly rates for the BRG professionals anticipated to be assigned to this engagement, in (2019/2020) format, are as follows: Christopher Kearns (\$1,050/\$1,095), John Esposito (\$995/\$995), Rick Wright (\$775/\$825), Henry Kahwaty (\$740/\$740), Chau Hoang (\$550/\$590), Albert Jiang (\$415/\$465), and Teddy Hoang (\$275/\$350). The Committee believes that those hourly rates are at or below those of national firms of similar stature to BRG.

24. Consistent with BRG's policy with respect to its other clients, BRG will charge for

all other services provided and for other charges and disbursements incurred in rendering services to the Committee. These customary items include, among other things, travel and lodging expenses, business meals, costs of reproduction, research, communications, our legal counsel, any applicable sales or excise taxes and other direct expenses. Internal costs or overhead cost and document production services (including regular secretarial and word processing time) will not be charged for separately.

25. BRG will also request compensation for any time and expenses (including, without limitation, reasonable legal fees and expenses, except in the case of legal fees pertaining to any fee defense) that may be incurred in considering or responding to discovery requests or other requests for documents or information, or in participating as a witness or otherwise in any legal, regulatory, or other proceedings, including, without limitation, those other than the instant matter, as a result of BRG's performance of these services.

26. BRG acknowledges that neither the Committee, its constituents, nor any of its advisors or professionals (including, but not limited to Counsel), shall be liable for the fees, expenses or other amounts payable to BRG.

27. Regardless of the time and manner of interim compensation, BRG understands that, subject to this Court's orders, BRG will be required to follow the procedures for final allowance of fees at the end of the bankruptcy cases.

28. No promises have been received by BRG, nor any employee or independent contractor thereof, as to payment or compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. Except for internal agreements among the employees and independent contractors of BRG regarding the sharing of revenue or compensation, neither BRG, nor any of its employees, or independent contractors, has entered into

an agreement or understanding to share compensation with any other entity as described in Bankruptcy Rule 2016.

G. Limitation of Liability

29. Except in the case of conduct by BRG or its agents involving gross negligence, willful misconduct, reckless misconduct, or fraud, BRG shall not be liable under this agreement to the Committee or their respective successors, assigns or affiliates for damages in excess of the amount of the fees paid hereunder to BRG. The terms of this paragraph shall survive the termination of this agreement and such commitments shall extend upon the terms set forth in this paragraph to any controlling person, director, officer, employee or affiliate of BRG.

30. The Committee has agreed that BRG shall not be liable for any delays resulting from circumstances or causes beyond its reasonable control, including, without limitation, fire or other casualty, act of God, strike or labor dispute, war or other violence, or any law, order or requirement of any governmental agency or authority.

31. Except in the case of conduct by BRG or its agents involving gross negligence, willful misconduct, reckless misconduct, or fraud, the Committee has agreed that the parties shall not be liable to each other for any consequential, incidental, special or punitive damages, nor shall BRG be liable for direct compensatory damages in excess of the fees actually received by BRG for the performance of services hereunder.

H. Indemnification Provision

32. In connection with BRG's engagement to provide consulting services to the Committee, the Debtors shall indemnify and hold harmless BRG against any and all losses, claims, damages, liabilities, penalties, judgments, awards, costs, fees, expenses and disbursements including, without limitation, defending any action, suit, proceedings or investigation (whether or

not in connection with a proceeding or litigation in which BRG is a party), directly or indirectly, caused by, related to, based upon, arising out of or in connection with the engagement of BRG or any services rendered pursuant to such engagement, unless there is a final non-appealable order of a court of competent jurisdiction, finding BRG directly liable for gross negligence or willful misconduct. The foregoing indemnification obligations of the Debtors shall survive any termination of this Agreement. These indemnification provisions extend to the employees, representatives, agents, independent contractors, counsel and affiliates of BRG. All requests for payment of indemnity provided herein shall be made by means of an application and review of the Bankruptcy Court in accordance with an order of the Bankruptcy Court approving the Committee's engagement of BRG.

33. The Committee submits that the indemnification, contribution, and reimbursement provisions reflected herein are customary and reasonable terms of engagement for financial advisors for engagements of this type in cases in this and other districts and thus should be approved.

34. BRG acknowledges that neither the Committee nor any of its individual members shall have any liability for the Indemnity.

NO PRIOR REQUEST

35. No prior application has been made in this or any other court.

NOTICE

36. The Committee will provide notice of this Application to the following parties or their respective counsel (collectively, the "Notice Parties"): (a) the Debtors; (b) counsel to the Debtors; (c) the Office of the U.S. Trustee; (d) counsel to the administrative agent under the Debtors' prepetition receivables purchase agreement, administrative agent under the Debtors'

prepetition secured revolving credit facility, and the administrative agent under the Debtors' proposed post-petition financing facility; (e) indenture trustee under the Debtors' prepetition unsecured bond indenture; (f) the co-agent under Debtors' prepetition receivables purchase agreement; (g) counsel to an ad hoc group of prepetition unsecured noteholders; (h) the Securities and Exchange Commission; (i) the Internal Revenue Service; (j) the United States Attorney's Office for the Southern District of Texas; (k) the state attorneys general for states in which the Debtors conduct business; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002 (together the "Notice Parties"). The Committee respectfully submits that, in light of the nature of the relief requested, no other or further notice need be given.

Remainder of this Page Intentionally Left Blank

WHEREFORE, the Committee respectfully requests that it be authorized to employ BRG as its financial advisor, *nunc pro tunc* to December 6, 2019, and that BRG be paid such compensation as may be allowed by this Court, and for such other further relief as is just and proper.

Dated: January 3, 2020

Respectfully submitted,

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF SOUTHERN
FOODS GROUP, LLC, *ET AL.*

By: _____

Andrew J. Herink on behalf of
Central States, Southeast and Southwest Areas
Pension Fund, in its capacity as Co-Chairperson of
the Official Committee of Unsecured Creditors of
Southern Foods Group, LLC, *et. al.*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

Southern Foods Group, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-36313 (DRJ)

(Jointly Administered)

**ORDER AUTHORIZING OFFICIAL COMMITTEE OF UNSECURED CREDITORS
TO EMPLOY BERKELEY RESEARCH GROUP, LLC AS FINANCIAL ADVISOR,
NUNC PRO TUNC TO DECEMBER 6, 2019**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Southern Foods Group, LLC, *et al.*, debtors and debtors-in-possession in these proceedings (collectively, the “Debtors”), to employ Berkeley Research Group, LLC (“BRG”), as its financial advisor, *nunc pro tunc* to December 6, 2019, pursuant to sections 328(a), 330 and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the

¹ The Debtors in these Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta- Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly’s Ice Cream Holdings Corp. (7609); Friendly’s Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah’s Pride, LLC (2858); Steve’s Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt’s Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200).

² Any capitalized term not defined herein shall have the meaning ascribed to it in the Application.

Southern District of Texas (the “Local Rules”); and it appearing that (i) the Court has jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334 and the *Order of Reference to Bankruptcy Judges*, General Order 2012-6 (S.D. Tex. May 24, 2012) (Hinojosa, C.J.); (ii) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (iii) this is a core proceeding pursuant to 28 U.S.C. §§ 157(b); (iv) due notice of the Application and opportunity for objection to and a hearing on the Application having been given, and it appearing that no other or further notice need be provided; (v) the Court having reviewed the Application, the Kearns Declaration and the Herink Declaration, and the other motions, pleadings, and papers filed in these cases, together with the representations and deliberations on the record; the Court finds that (i) the terms and conditions of BRG’s employment, including the hourly compensation and Indemnification Provisions set forth in the Application, are reasonable; (ii) the proposed employment of BRG as financial advisor for the Committee is in the best interest of the Committee and the Debtors’ bankruptcy estates, (iii) BRG does not represent or hold any interest adverse to the Committee or the Debtors’ estates and is disinterested under section 101(14) of the Bankruptcy Code, as modified by section 1103(b) of the Bankruptcy Code; and upon all of the proceedings had before the Court, and (iv) the legal and factual bases set forth in the Application, the Kearns Declaration and the representations and deliberations on the record establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application is approved, as set forth herein, and pursuant to sections 328(a), 330 and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Rules 2014-1 and 2016-1, the Committee is authorized to employ BRG for the purposes and on the terms set forth in the Application and the Kearns Declaration, *nunc pro tunc* to December 6, 2019.

2. BRG shall file monthly, interim and final applications for compensation and reimbursement of expenses and shall be compensated in accordance with sections 328, 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any such other applicable procedures as may be fixed by order of this Court.

3. The terms of the Application, as modified herein are approved and the indemnification, contribution, and reimbursement provisions as set forth therein are approved, subject, during the pendency of these cases, to the following modifications:

- a. BRG shall not be entitled to indemnification, contribution, or reimbursement pursuant to the Engagement Letter, unless the indemnification, contribution, or reimbursement is approved by the Court; and
- b. Notwithstanding any provision of the Application to the contrary, the Debtors shall have no obligation to indemnify BRG, or provide contribution or reimbursement to BRG, for any claim or expense that is either: (i) judicially determined (the determination having become final) to have arisen from BRG's gross negligence, willful misconduct, bad faith, fraud or self-dealing, (ii) for a contractual dispute in which the Debtors and/or Committee allege the breach of BRG's contractual obligations unless the Court determines that indemnification, contribution, or reimbursement would be permissible pursuant to *In re United Artists Theatre Co.*, 315 F.3d 217 (3d Cir. 2003), or (iii) settled prior to a judicial determination as to the exclusions set forth in clauses (i) and (ii) above, but determined by the Court, after notice and a hearing pursuant to subparagraph (c) to be a claim or expense for which BRG should not receive indemnity, contribution, or reimbursement under the terms of the Application as modified by this Order; and
- c. If, before the earlier of (i) the entry of a final, non-appealable order confirming a chapter 11 plan in these cases, and (ii) the entry of an order closing these chapter 11 cases, BRG believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution, and/or reimbursement obligations under the Application (as modified by this Order), including without limitation the advancement of defense costs, BRG must file an application therefor in this Court, and the Debtors may not pay any such amounts to BRG before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by BRG for indemnification, contribution, or reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify BRG. All parties in interest shall retain the right to object to any demand by BRG for indemnification, contribution, or reimbursement.

4. Notwithstanding anything to the contrary in the Application or the Kearns Declaration, BRG shall not seek reimbursement of any fees or costs arising from the defense of any of BRG's fee applications in the Cases.

5. To the extent there is an inconsistency between the terms and conditions set forth in the Application, the Kearns Declaration, and this Order, the provisions of this Order shall govern.

6. Notwithstanding any Bankruptcy Rule or Local Rule that might otherwise delay the effectiveness of this Order, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2020
Houston, Texas

Honorable David R. Jones,
Chief United States Bankruptcy Judge

Exhibit B

Kearns Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

Southern Foods Group, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-36313 (DRJ)

(Jointly Administered)

**DECLARATION OF CHRISTOPHER J. KEARNS IN SUPPORT OF APPLICATION
OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
AUTHORIZATION TO EMPLOY BERKELEY RESEARCH GROUP, LLC AS
FINANCIAL ADVISOR, NUNC PRO TUNC TO DECEMBER 6, 2019**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2014-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), and 28 U.S.C. § 1764, **CHRISTOPHER J. KEARNS**, declares as follows:

1. I am a Managing Director of Berkeley Research Group, LLC (“BRG”), a professional services firm with numerous offices throughout the country. I am duly authorized to

¹ The Debtors in these Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta- Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly’s Ice Cream Holdings Corp. (7609); Friendly’s Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah’s Pride, LLC (2858); Steve’s Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt’s Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200).

make this declaration on behalf of BRG (the "Declaration"). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein and, if called as a witness, I could and would testify thereto.²

2. I submit this Declaration in support of the application ("Application")³ of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors (collectively, the "Debtors") seeking entry of an order authorizing the Committee to employ BRG as financial advisor to the Committee, *nunc pro tunc* to December 6, 2019, pursuant to sections 328 and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended, the "Bankruptcy Code"), and pursuant to Bankruptcy Rules 2014(a) and 2016(a) and Local Rules 2014-1 and 2016-1.

3. On December 6, 2019, the Committee formally engaged BRG to to serve as its financial advisor, to perform financial advisory and litigation support services in connection with these Cases. Since its retention by the Committee, BRG has become familiar with the Debtors' businesses and financial affairs, and is therefore particularly qualified to serve as the Committee's financial advisor.

4. BRG is well-suited to act as financial advisor to the Committee in these Cases. BRG has acted as financial advisor, crisis manager, and corporate officer in middle market to large multinational restructurings across a wide array of industries. BRG Corporate Finance provides services including forensic analysis, plan development and implementation, and advice on sale/merger transactions. BRG's Corporate Finance practice has experience in restructuring, transaction advisory, litigation support, solvency and valuation matters, and has provided a focus

² Certain of the disclosures set forth herein relate to matters within the knowledge of other professionals at BRG and are based on information provided by them.

³ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

on viable solutions that maximize value for companies and creditors. Moreover, the Corporate Finance professionals at BRG have assisted and advised debtors, creditors, creditors' committees, bondholders, investors, and others in numerous bankruptcy cases, including: *Verity Health System of California*; *Peabody Energy Corporation*; *Sabine Oil & Gas Corp.*; *Quicksilver Resources, Inc.*; *Walter Energy*; *Arch Coal*; *Real Industry, Inc.*; *M & G USA Corporation*; *Chrysler (a.k.a. Old Carco LLC)*; *MF Global Holdings, Ltd.*; *Molycorp Inc.*; *Nine West Holdings, Inc.*; *21st Oncology Holdings*; *Vitamin World, Inc.*; *Reichhold Holdings US, Inc.*; *Brookstone Holding Corp.*; *Refco, Inc.*; *Tropicana Entertainment, LLC*; *Spiegel Inc.*; *W.R. Grace & Co.*; *Mirant Energy Corp.*; *Penson Worldwide, Inc.*; *SemGroup, L.P.*; *Nortel Networks Inc.*; and *Calpine Corporation*.⁴

5. BRG has agreed to provide financial advisory services to the Committee pursuant to the terms of the Application. BRG's work product will encompass only matters that come to its attention in the course of its work that BRG perceives to be significant in relation to the objectives of its engagement. Because of the time and scope limitations implicit in BRG's engagement and the related limitations on the depth of BRG's analyses and the extent of BRG's verification of information, BRG may not discover all such matters or perceive their significance. Accordingly, BRG will be unable to and will not provide assurances in its work product concerning the integrity of the information used in its analyses and on which BRG's findings and advice to the Committee may be based. BRG understands, and the Committee acknowledges, that BRG is not being requested to perform an audit nor to apply generally accepted auditing standards or procedures. BRG understands, and the Committee acknowledges, that BRG is entitled, in general, to rely on the accuracy and validity of the data disclosed to it or supplied to it by employees and representatives of the Debtors. BRG will not, nor is BRG under any obligation to, update data

⁴ The professionals were employed in certain of these engagements prior to joining BRG.

submitted to it or review any other areas unless the Committee specifically request us to do so. BRG's work will be performed on a reasonable "level-of-effort" basis; that is, the circumstances of BRG's engagement may cause its advice to be limited in certain respects based upon, among other matters, the extent of sufficient and available data and the opportunity for supporting investigations in the time period.

6. BRG acknowledges that Miller Buckfire has been selected by the Committee to perform investment banking services for the Committee. The investment banking services that Miller Buckfire is to provide to the Committee (e.g., DIP financing, sale process) are separate and distinct from the restructuring and financial advisory services that BRG will be providing to the Committee (e.g. claims and lien analysis, contract assumption/rejection analysis, cash management monitoring). The Committee has approved a delineation of responsibilities between BRG and Miller Buckfire to achieve case efficiencies and avoid duplication of efforts during the Chapter 11 Cases. This is discussed in further detail in the Herink Declaration, filed contemporaneously herewith.

7. Notwithstanding anything in this Application to the contrary, BRG shall: (i) to the extent that, with the prior written consent of the Committee, it uses the services of independent contractors or subcontractors (the "Contractors") in these Cases, pass-through the cost of Contractors to the Debtors at the same rate that BRG pays such Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflict checks as required for BRG, and (iv) file with the Court such disclosures required by Bankruptcy Rule 2014.

8. The terms and conditions of BRG's proposed retention were negotiated between the Committee and BRG, and reflect the parties' mutual agreement as to the substantial efforts that will be required in this engagement.

9. As discussed and agreed to with the Committee, for purposes of this engagement, and with respect to the services to be provided, BRG will be entitled to receive as compensation for its services, fees based on hours worked times standard hourly rates, plus reimbursement of actual and necessary expenses incurred by BRG.

10. For professional services, fees are based on BRG's standard hourly rates. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the professionals and paraprofessionals who provide services to the Committee. The hourly rates charged by BRG for the services provided by its personnel differ based upon, among other things, each professional's level of experience, geographic differentials, and types of services being provided. Hourly rates are subject to periodic adjustment (typically the first of the new calendar year) to reflect promotions and other changes in personnel responsibilities, increases in experience, and increases in the cost of doing business. The current standard hourly rates for the BRG personnel that will work on this engagement are as follows:

	2019	2020
Managing Director	\$775 - \$1,050	\$825 - \$1,095
Director	\$595 - \$815	\$625 - \$835
Professional Staff	\$275 - \$720	\$280 - \$740
Support Staff	\$135 - \$275	\$135-\$275

11. These standard hourly rates are subject to periodic adjustment, which shall be noted on the invoices for the first time period in which the revised rates become effective. As a courtesy, BRG has provided both the 2019 and 2020 standard rates. The standard hourly rates for the BRG professionals anticipated to be assigned to this engagement, in (2019/2020) format, are as follows: Christopher Kearns (\$1,050/\$1,095), John Esposito (\$995/\$995), Rick Wright (\$775/\$825), Henry

Kahwaty (\$740/\$740), Chau Hoang (\$550/\$590), Albert Jiang (\$415/\$465), and Teddy Hoang (\$275/\$350). We believe that our standard hourly rates are at or below those of national firms of similar stature to BRG.

12. Consistent with BRG's policy with respect to its other clients, BRG will charge for all other services provided and for other charges and disbursements incurred in rendering services to the Committee. These customary items include, among other things, travel and lodging expenses, business meals, costs of reproduction, research, communications, our legal counsel, any applicable sales or excise taxes and other direct expenses. Internal costs or overhead cost and document production services (including regular secretarial and word processing time) will not be charged for separately.

13. BRG will also request compensation for any time and expenses (including, without limitation, reasonable legal fees and expenses, except in the case of legal fees pertaining to any fee defense) that may be incurred in considering or responding to discovery requests or other requests for documents or information, or in participating as a witness or otherwise in any legal, regulatory, or other proceedings, including, without limitation, those other than the instant matter, as a result of BRG's performance of these services.

14. BRG acknowledges that neither the Committee, its constituents, nor any of its advisors or professionals (including, but not limited to Counsel), shall be liable for the fees, expenses or other amounts payable to BRG.

15. BRG intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Engagement Letter, the 1996 U.S. Trustee Guidelines, and any additional procedures that may be established by the Court in these Cases.

16. Regardless of the time and manner of interim compensation, BRG understands that, subject to this Court's orders, BRG will be required to follow the procedures for final allowance of fees at the end of the Cases.

17. No promises have been received by BRG, nor any employee or independent contractor thereof, as to payment or compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. Except for internal agreements among the employees and independent contractors of BRG regarding the sharing of revenue or compensation, neither BRG nor any of its employees or independent contractors has entered into an agreement or understanding to share compensation as described in Bankruptcy Rule 2016.

18. BRG is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code because BRG and its Managing Directors and Directors:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not and were not, within two years before the Petition Date, directors, officers, or employees of the Debtors; and
- (c) do not have an interest materially adverse to the interest of the Debtors’ estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors or for any other reason.

19. Moreover, to the best of my knowledge, information and belief formed after reasonable inquiry, BRG and its Managing Directors and Directors have no interests that are materially adverse to the Committee, the Debtors’ estates or the other creditors in these Cases.

20. To determine BRG’s relationship with the parties-in-interest identified by the Committee to BRG, in preparing this Declaration, I caused the names of the parties set forth in Exhibit B-1, which is attached hereto, to be submitted to BRG’s internal conflicts procedures. This list was compiled by reviewing various documents submitted by the Debtors’ counsel to the Court,

including their retention documents. Accordingly, we are relying on the accuracy and completeness of this information in connection with our conflict review and disclosure. Only individuals and entities that are party to active matters are considered in determining conflicts. To the best of my knowledge, information and belief, neither I nor any other Managing Director or Director of BRG has any connection with or holds any interest adverse to the Debtors, their estates, creditors, shareholders, or any other party in interest herein or their respective attorneys in the matters for which BRG is proposed to be employed, except that BRG has provided other consulting services, and may in the future provide such services, to certain of the Debtors' creditors or other parties-in-interest in matters unrelated to the Debtors' cases. As set forth in Exhibit B-2, which is attached hereto, BRG has certain relationships with certain parties-in-interest in these cases, but such relationships are unrelated to either the Debtors or these cases.

21. None of the engagements set forth in Exhibit B-2 are related to these Cases.

22. Further, as part of its diverse practice, BRG appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' chapter 11 cases. Also, BRG has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been represented by several attorneys and law firms, some of whom may be involved in these proceedings. In addition, BRG has in the past, may currently and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests materially adverse to the Debtors in matters upon which BRG is to be employed, and none are in connection with these cases.

23. From time to time, BRG may be asked to value and manage the liquidation of assets of investment funds. Such investment funds could, from time to time, take positions in debt or equity of the Debtors, without BRG's knowledge or consent. BRG has no pecuniary interest in such investment funds, nor will BRG profit from the value realized from the sale of their assets. To the extent any employee of BRG is utilized for valuation expertise (and, accordingly, given access to confidential information of the Debtors), for the duration of this engagement that employee will not perform any valuation work on any debt or equity securities of the Debtors for any investment fund. Under such circumstances, if BRG is providing valuation work on any debt or equity securities of the Debtors for any investment fund for the duration of this engagement, then the BRG employee undertaking such work will be restricted and have no access to the confidential information of the Debtors.

24. To the extent I discover any additional facts bearing on the matters described herein and required to be disclosed during the period of the Committee's retention of BRG, I will supplement the information contained in this Declaration.

25. To the best of my knowledge, BRG has not been engaged to assist any entity or person other than the Committee on matters relating to, or in connection with, these cases. If this Court approves the proposed employment of BRG by the Committee, then BRG will not accept any engagement or perform any services in these cases for any entity or person other than the Committee. BRG may, however, continue to provide professional services to, and engage in commercial or professional relationships with, entities or persons that may be creditors of the Debtors in these cases; provided, however, that such services do not and will not relate to, or have any direct connection with, these cases.

26. I am not related or connected to and, to the best of my knowledge, no other Managing Director or Director of BRG is related or connected to any United States Bankruptcy

Judge for the Southern District of Texas, or the United States Trustee for the Southern District of Texas or to any employee in the offices thereof.

27. I understand that the Committee requires knowledgeable consultants to provide essential professional services in these cases. I understand the Committee has selected BRG as its financial advisor because of the firm's diverse experience and extensive knowledge in the field of bankruptcy. I believe BRG is well qualified to perform these services in an efficient manner and represent the Committee's interests in these cases.

28. I understand that the Committee believes that BRG's employment is in the best interests of the Debtors and their estates and creditors. Because of BRG's extensive experience in business reorganizations and mergers and acquisitions as well as its familiarity with the Debtors' business operations, the Committee believes that BRG is exceptionally well qualified to serve as its financial advisor.

29. The foregoing constitutes the statement of BRG pursuant to Bankruptcy Code sections 504 and 1103(b), Bankruptcy Rules 2014(a), 2016(b) and 5002, and Local Rule 2014-1.

/s/ Christopher J. Kearns

Christopher J. Kearns

Exhibit B-1

LIST OF POTENTIAL PARTIES IN INTEREST

Debtors

Alta-Dena Certified Dairy, LLC
Berkeley Farms, LLC
Cascade Equity Realty, LLC
Country Fresh, LLC
Dairy Information Systems Holdings, LLC
Dairy Information Systems, LLC
Dean Dairy Holdings, LLC
Dean East II, LLC
Dean East, LLC
Dean Foods Company
Dean Foods North Central, LLC
Dean Foods of Wisconsin, LLC
Dean Holding Company
Dean Intellectual Property Services II, Inc.
Dean International Holding Company
Dean Management, LLC
Dean Puerto Rico Holdings, LLC
Dean Services, LLC
Dean Transportation, Inc.
Dean West II, LLC
Dean West, LLC
DFC Aviation Services, LLC
DFC Energy Partners, LLC
DFC Ventures, LLC
DGI Ventures, Inc.
DIPS Limited Partner II
Franklin Holdings, Inc.
Fresh Dairy Delivery, LLC
Friendly's Ice Cream Holdings Corp.
Friendly's Manufacturing and Retail, LLC
Garelick Farms, LLC
Mayfield Dairy Farms, LLC
Midwest Ice Cream Company, LLC
Model Dairy, LLC
Reiter Dairy, LLC
Sampson Ventures, LLC

Shenandoah's Pride, LLC
Steve's Ice Cream, LLC
Suiza Dairy Group, LLC
Tuscan/Lehigh Dairies, Inc.
Uncle Matt's Organic, Inc.
Verifine Dairy Products of Sheboygan, LLC

Non-Debtor Affiliates

Atlanta Dairy (GA)
Barbe's Dairy (in LA)
Barber's Dairy (in AL, FL, GA, KY)
Barber's Milk, LLC (in FL, GA)
Borden (MO)
Borden Dairy Products (in OK)
Broughton Foods, LLC (in KY, OH, TN, WV)
Brown's Dairy (in LA)
Bud's Ice Cream of San Francisco (in CA)
Carnival Ice Cream, N.V.
Country Delite
Country Delite Farms, LLC (in AL, GA, TN)
Country Fresh (Jilbert)
Country Fresh Wesley (MI)
Country Fresh, LLC - Grand Rapids
Creamland Dairies, LLC (in NM, TX)
Dairy Fresh, LLC (in NC)
Dairy Group Receivables GP II, LLC
Dairy Group Receivables GP, LLC
Dairy Group Receivables II, L.P.
Dairy Group Receivables, L.P.
Dairy Products of Michigan (MI)
Dairymen's (HI)
Dean Dairy Products Company (in NY)
Dean Dairy Products Company, LLC (in OH, PA, WV)
Dean Dairy Transportation Company (NJ, MI)
Dean Foods - LeMars (in IA, NE)
Dean Foods Central Ice Cream (in IN)
Dean Foods Company of Indiana, LLC (in IN)

Dean Foods Foundation
 Dean Foods Holding Company (PA, WA)
 Dean Foods Management, LLC (OH)
 Dean Foods National Warehouse (in CO)
 Dean Foods of Decatur (in IN)
 Dean Foods Services, LLC (MN, NE, ND, TX, IL, MI)
 Dean Holding Company Wisconsin (LA)
 Dean Illinois Dairies, LLC (in IL)
 Dean Intellectual Property Services, Inc.
 Dean Management Corporation
 Dean Milk Company - Louisville (in KY)
 Dean Milk Company (in KY)
 Dean Services, LLC (Delaware) (LA)
 DF-AP #1, LLC
 DF-AP, LLC
 East Coast Ice Cream (MI)
 Embest Dairy (MI)
 Excelsior Dairy (in HI)
 Fairdale Farms - New York (in NY)
 Foremost Dairy (in TX, LA)
 Franklin Plastics, Inc.
 Frostbite Brands (in OH)
 Frostbite Brands (MI)
 Garelick Farms - Lynn (in NH, NJ, NY, PA, RI, VT, MA)
 Garelick Farms - Lynn LLC (in ME)
 Garelick Farms - Massachusetts (in MA)
 Garelick Farms - New Jersey (in NJ)
 Garelick Farms - New York (in NY)
 Garelick Farms (in MA)
 Garelick Farms Franklin
 Garelick Farms of Lynn
 Garelick Farms of Maine (in MA, NH, VT)
 Garelick Farms of Maine, LLC (in ME)
 Garelick Farms of Massachusetts (in RI)
 Garelick Farms of New Jersey (in NY, PA)
 Garelick Farms of New York (in MA, NH, NJ, NY, PA, VT)
 Garelick Farms of Rhode Island (in Ma, PA, RI)

Garelick Farms of Vermont (in MA, NH, NJ, NY, PA, VT)
 Garelick Farms of Vermont, LLC (in ME)
 Good Karma Foods, Inc.
 Hawaii's Dairy (HI)
 Heartland Farms (in CA)
 Hygeia Dairy (in TX)
 Ideal Dairy
 Ideal Dairy Farms (03/23/06) (NJ, NY)
 Importadora y Distribuidora Dean Foods, S.A. de C.V.
 IS-IMMUNO STIMULATION (HI)
 Jilbert Dairy (MI)
 Jilbert Dairy, Inc. (MI)
 Land O'Lakes
 Land-O-Sun (in FL, GA, IL, IN, KY, NC, NY, OH, TN, VA)
 Land-O-Sun Dairies (in DE, FL, GA, IL, IN, KY, NC, NY, OH, TN, VA)
 Land-O-Sun Dairies, LLC
 Lani Moo (HI)
 Lehigh Valley Dairy
 Liberty Dairy Company (in MI, OH)
 Louis Trauth Dairy, LLC (in IN, KY, OH)
 McArthur Dairy, LLC (in FL)
 McDonald Dairy (MI)
 Meadow Brook Dairy (in PA)
 Meadow Brook Dairy Company (in NY, OH)
 Meadow Gold (Billings)
 Meadow Gold (Boise)
 Meadow Gold (Englewood)
 Meadow Gold (Grand Junction)
 Meadow Gold (Greeley)
 Meadow Gold (Hawaii)
 Meadow Gold (HI)
 Meadow Gold (in MT, ID, OK, CO, OR, NV)
 Meadow Gold (Kalispell)
 Meadow Gold (Las Vegas)
 Meadow Gold (Salt Lake City)
 Meadow Gold (Tulsa)

Meadow Gold Dairies (in ID, OK, CO, NE, HI,
UT, MO, MT, AZ, OR, NV)
Melody Farms, LLC (MI)
Mile High Ice Cream (in CO, NE, WY)
Miscoe Springs – Massachusetts (in MA)
Mooney Creamery (MI)
Mootown (MI)
Mootown Distributors (MI)
Naalehu Dairy (in HI)
Nafziger (MI)
Nafziger Ice Cream (MI)
Nature’s Best (in RI)
Northern Falls Water Company (MI)
Oak Farms (Houston)
Oak Farms (San Antonio)
Oak Farms Dairy – Waco (in TX)
Oak Farms Dairy (Dallas)
Oak Farms Dairy (in OK, TX)
Organic Valley Fresh, LLC
Pet Dairy (in GA, NC, TN, VA)
PET Dairy Richmond (VA)
Pet O’Fallon, LLC (in IL)
Price’s Creameries (in TX)
Purity Dairies (in TN)
Purity Dairies, LLC (in KY)
Reiter Dairy, LLC (Akron)
Reiter Dairy, LLC (Springfield)
Robinson Dairy, LLC (in CO, IL, WY)
Scangas Bros. Holdings - Massachusetts (in
MA)
Schenkel’s All-Star Dairy, LLC (in IL, IN, KY,
MI)
Schepp’s Dairy (Dallas)
Schepps Dairy (in OK, TX)
Southeastern Juice Packers, Inc. (MI)
Southern Foods Group, LLC
Southwest Ice Cream
Southwest Ice Cream Specialties (in TX)
Stroh’s Ice Cream (MI)
Suiza Management, LLC (TX)

Swiss Dairy (in CA)
Swiss Premium Dairy, LLC (in DE, PA)
T.G. Lee Dairy (FL)
T.G. Lee Foods, LLC (FL)
Tenedora Dean Foods Internacional, S.A. de
C.V.
The Stroh Ice Cream Company (MI)
Tuscan Dairy
West Lynn Creamery – Massachusetts (in MA)
West Lynn Creamery – New Hampshire (in
NH)
West Lynn Creamery – New Jersey (in NJ)
West Lynn Creamery – New York (in NY)
West Lynn Creamery – Vermont (in VT)
West Lynn Creamery Realty – Massachusetts
(in MA)

5% or More Equity Holders

BlackRock Fund Advisors
Dimensional Fund Advisors L.P.
Morgan Stanley & Co. LLC
The Vanguard Group, Inc.

Bankruptcy Judges

Albert Alonzo
David J. Bradley
David R. Jones
Eduardo V. Rodriguez
Evangeline C. Attaway
Jeannie Chavez
Jeff Bohm
Jeffrey P. Norman
LinhThu Do
Mario Rios
Marvin Isgur

Bankruptcy Professionals

Akin Gump Strauss Hauer & Feld LLP
Alston & Bird LLP
Alvarez & Marsal
Davis Polk & Wardell LLP

Emmet, Marvin & Martin LLP
 Epiq Corporate Restructuring, LLC
 Evercore
 Jackson Walker LLP
 K&L Gates LLP
 Miller Buckfire
 Norton Rose Fulbright
 Wells Fargo

Banks/Lender/UCC Lien

Parties/Administrative Agents

ACF FinCo I L.P.
 BMO Harris Bank N.A.
 CIT Northbridge Funding I LLC
 CoBank, ACB
 Coöperatieve Rabobank U.A.
 Coöperatieve Rabobank U.A. (Administrative Agent)
 Coöperatieve Rabobank U.A., New York Branch
 ING Capital LLC
 Nieuw Amsterdam Receivables
 PNC Bank, National Association

Bondholders

Advent Capital Management, LLC
 Aequim Alternative Investments, L.P.
 AllianceBernstein, L.P. (U.S.)
 Antara Capital L.P.
 Antora Peak Capital, L.P.
 Ascribe Capital, LLC
 Aurelius
 Bancaribe Curacao Bank, NV
 Bank of Nova Scotia Trust Company
 BlackRock Advisors, LLC
 BMO Asset Management, Inc.
 Brownstone Investment Group, LLC
 BVK- Beamtenversicherungskasse des Kantons Zurich
 Calamos Advisors, LLC
 Carlson Capital, L.P.

Clearstream Bank - Austria
 Clearstream Bank - Belgium
 Clearstream Bank - Canada
 Clearstream Bank - France
 Clearstream Bank - Germany
 Clearstream Bank - Italy
 Clearstream Bank - Luxembourg
 Clearstream Bank - Monaco
 Clearstream Bank - Spain
 Clearstream Bank - Switzerland
 Clearstream Bank - United Kingdom
 Clearstream Bank - United States
 Clearstream Bank - Uruguay
 Cortland Credit Group, Inc.
 Crèdit Andorrà Asset Management
 Deseret Trust Company
 Ensign Peak Advisors, Inc.
 Euroclear Bank - Asia (Other)
 Euroclear Bank - Austria
 Euroclear Bank - Belgium
 Euroclear Bank - Canada
 Euroclear Bank - Cyprus
 Euroclear Bank - France
 Euroclear Bank - Germany
 Euroclear Bank - Israel
 Euroclear Bank - Jersey C.I.
 Euroclear Bank - Liechtenstein
 Euroclear Bank - Luxemburg
 Euroclear Bank - Netherlands
 Euroclear Bank - Other
 Euroclear Bank - Panama
 Euroclear Bank - Russia
 Euroclear Bank - Sweden
 Euroclear Bank - Switzerland
 Euroclear Bank - United Kingdom
 Euroclear Bank - United States
 Farmstead
 Forest Capital Corp.
 Garland Business Corporation
 Goldman Sachs Asset Management, L.P. (U.S.)

Guardian Asset Management, Inc.
Healthcare of Ontario Pension Plan
HSBC Private Bank (Suisse) SA
Invesco Capital Management, LLC
J.P. Morgan Investment Management, Inc.
J.P. Morgan Securities, LLC
J.V.B. Financial Group, LLC
Kingsferry Capital LLC
Knighthead Capital Management, LLC
Logan Circle Partners, L.P.
Madison Investment Advisors, LLC
Manulife Asset Management (U.S.), LLC
Mellon Investments Corporation
Metlife Investment Advisors, LLC
Mont Blanc Capital Management AG
Montana State Board of Investments
Morgan Stanley Investment Management Inc.
Mudrick Capital
NNIP Advisors B.V.
Nomura Securities International, Inc.
Pace Securities Corp
Pacific Income Advisers, Inc.
Paloma Securities LLC
Parquet Capital Management, LLC
PenderFund Capital Management, LTD
PFA Asset Management A/S
Phoenix Investment Advisors
Quinn Opportunity Partners, LLC
Robeco Institutional Asset Management B.V.
Safrat Securities, LLC
Scotia Capital (USA), Inc.
SG Americas Securities, LLC
South Dakota Investment Council
Standard Partners Fund, LP
State Street Global Advisors (SSgA)
Stifel, Nicolaus & Company, Inc.
Stone Harbor Investment Partners, L.P.
Three Court, L.P.
UBS Securities, LLC
United Heritage Insurance (Internal Team)

Voya Investment Management, LLC
Whitebox Advisors, LLC

Customers - Top 50%

Ahold/Delhaize America Inc.
Albertsons LLC/HQ
Aldi Inc./HQ
Baskin Robbins/Dunkin Donuts
C & S Wholesale Grocers Inc.
CVS/Caremark Corp
Dollar General
Morningstar
Starbucks
Supervalu Inc./HQ
Sysco
Target Corp.
US Foodservice
Wal Mart Stores/HQ

Directors (of Dean Foods Company)

Beringause, Eric
Hill, Janet V.
Mailloux, J. Wayne
McCluskey, Helen
Muse, John R.
Owens, B. Craig
Turner, Jim L.

Officers

Abbott, Christopher (Chris)
Adams, Mike
Alan R. Halpern
Beagan, Kevin
Beringause, Eric
Bernard, David
Bladdick, Jeffrey
Bukowski, Dan
Campbell, Adria E.
Condon, Shawn T.
CT Corporation - McMahon, Daniel P.
Dana, Terry

Dawson, Jeffery S.
DeGuia, Edgar
Delaware Trust Company - (Primary Contact:
Devkota, Pariksha
Divjak, Anne
Dockter, Bryan
Doherty, Joshua
Ehrman, Thomas
Ekpo, Bassey
Finck, Chris H.
Gerrish, Steve
Giovanetti, William (Bill)
Goldstein, Lewis R.
Gribbons, Mary Kay
Guenther, Julianne (Jill)
Gwinn, Jacqueline T.
Harrison, Carl M.
Hawk, Timothy
Hernandez, Antonio
Hinson, Edwin
Howison, Lynne
Hueber, Stuart R.
Hwang, Eric
Kane, Steven
Kieffer, Sharon
Kollock, Kevin
Kornfeind, Brian
Kraft, Vicki
LaValley, Daniel J.
Lee, Donald
Lippold, Dean A.
Longmier, Mark
Lowenberg, Sonia
Marcy, Charles
Martin, Dyame P.
McLean, Matt
Mielke, Michael J
Mills, James (Scott)
Munoz, Patricia
Murphy, William (Bill)

Murray, Thomas N.
Niermann, Mark
Nolen, Cathie
Packer, Gregory
Poremba, David J.
Potvin, Toni
Rahlfs, Gary
Riley, Brian K.
Riley, William (Bill)
Scamardo, William
Schneider, Amy Jo
Sniegocki, Richard (Ted)
Spielman, Sean S.
Starr, David
Stis, David N.
Stockler, Kay F.
Sumner, Jane A.
Sutton, James (Jay)
Tollison, Eddie K.
Waterman, Kristy N.
White, John
Whitman, Andy
Williams, Mary
Williams, Molly
Wolljung, Gregory
Yegerlehner, Eric J
Zazzaro, Jason J.

Insurance

1274 Antares Lloyds Syndicate
2003 SJC Lloyd's of London
2623/0623 AFB Lloyds Syndicate – Beazley
ACE American Insurance Co.
ACE Fire Underwriters
AGCS Marine Insurance
Allianz
Allied World Assurance Company Ltd.
Argo RE Ltd.
Aspen Bermuda Ltd.
Aspen Specialty Insurance Co.
AXIS Insurance Company

Beazley Insurance Company
Berkley Insurance Company
Berkshire Hathaway Specialty Insurance Co.
Broadspire Insurance
Chubb Seguros Mexico, S.A.
CNA Insurance
Crawford & Company
Empire Indemnity
Endurance American Insurance Company
Everest Indemnity Insurance Company
Everest National Insurance Company
Factory Mutual Insurance Company
Federal Insurance Company (“CHUBB”)
Gallagher Bassett Services
General Security Indemnity Co. of Arizona
Great American Insurance Company
Helmsman Management Services LLC
Illinois National Insurance Co.
Illinois Union Insurance Company
Indemnity Insurance Co of North America
Interstate Fire & Casualty Co.
Liberty Mutual Insurance Europe SE
Liberty Specialty Markets Bermuda Limited
Magna Carta Insurance Ltd.
Markel Bermuda Ltd.
Navigators Insurance Company
NFIP
Old Republic Insurance Company
Princeton Excess & Surplus Lines Ins. Co.
QBE Specialty
RSKCo Insurance Company
Sedgwick Claims Management Services Ltd.
Shelter Reinsurance Co
Starr (1919 CVS Lloyd’s)
Starr Companies
The North River Insurance Company
Travelers Insurance Company Ltd.
Travelers Property Casualty Company of
America
XL Catlin Bermuda

XL Insurance America, Inc.
XL Insurance Company SE
XL Specialty Insurance Company
Zurich American Insurance Company

Litigation

Acosta
Bankhead, Larry
Batts, Nylah
Cumberland Farms
Davis, Thomas
DDH
Friendly's
Jankowski, Richard
Keefe, Timothy James
Matias
Musikar
Novalk, Steven
Padilla, Balbina
Perez, Juan
Pike, Cynthia
Rhoton, Donald
Richeson, Michael
Ricon, Inc.
Sanchez, Charles
Sheehan, Douglas
Stone, Cathy
The Milkman, LLC
Villegas, Joel
Walters, Williams
Weathertech Distributing Company, Inc.
Williams, David

Other Significant Creditors

American Casualty Company
Ascentium Capital, LLC
Banc of America
Bank of the West
BB&T Equipment Finance Corp.
BciCapital (formerly City National Capital Finance Inc.)
BMO Harris (formerly GE CF Trust)
BMO Harris Equipment Finance Company
BMO Harris Transportation Finance
Bridge Capital Leasing, Inc.
CHUBB (ACE American Insurance Company)

Citizens Asset Finance (fka RBS Asset Finance)
Continental Casualty Company
Daimler Trust
Duke Energy Carolinas, LLC
Duke Energy Florida, LLC
Duke Energy Indiana, LLC
Duke Energy Progress, LLC
East West Bank
Fifth Third Equipment Finance
Fleet Advantage, LLC
Key Equipment Finance
Liberty Mutual Insurance Company
MB Equipment Finance, LLC
Momentive Specialty Chemicals Inc.
New Jersey Department of Environmental Protection
Ohio Bureau of Workers' Compensation
Paccar Financial Corp
Pacific Rim Capital, Inc.
Penske
People's Capital
Piedmont Natural Gas
PNC Equipment Leasing, LLC
Regions Equipment Finance Corporation
Ryder Leasing
Salem Leasing
Siemens Financial Services, Inc.
Signature Financial LLC
Sompo
Sovereign (Santander Bank)
Suntrust Equipment Finance & Leasing Corp.
Superior Tank
Tennessee Valley Authority
TIAA Commercial Finance (formerly EverBank Commercial Finance, Inc.)
Transervice Lease Corp.
Travelers Casualty and Surety Company of America
Travelers Indemnity Co.
United States Fidelity & Guaranty Company

United Trailer Leasing (Initiated & paid locally)
Wells Fargo (formerly GE CF Trust)
Wells Fargo (formerly GE TF Trust)
Wells Fargo Equipment Finance, Inc.
Westchester Fire Insurance Company
Zurich American Insurance Company

Top 30 Unsecured Creditors

Acosta
ADM Archer Daniels Midland
Berry Global Inc.
California Dairies Inc.
Central States Southeast & Southwest Areas
Pension Plan
Consolidated Container Company
Dairy Farmers of America
Ecolab Inc.
Elopak Inc.
Evergreen Packaging Inc.
Huhtamaki Inc.
International Food Products
International Precision Components Corporation
Land O'Lakes, Inc.
Maple Dairy
Nestle USA
Pension Benefit Guaranty Corporation (PBGC)
Penske Truck Leasing Co. L.P.
Ralph Scozzafava
Retail Wholesale & Department Store
International Union and Industry Pension
Fund
Richard Jankowski
Ryder System, Inc.
Saputo Dairy Foods USA LLC
Select Milk Producers Inc.
Silgan Plastic Closure Corporation
Southeast Milk, Inc.
The Bank of New York Mellon Trust Company,
N.A.
U.S. Department of Agriculture
WestRock

WS Packaging Group, Inc.

U.S. Trustee Office

Barbara Griffin
Christine March
Christy Simmons
Clarissa Waxton
Diane Livingstone
Glenn Otto
Gwen Smith
Hector Duran
Jacqueline Boykin
Linda Motton
Luci Johnson-Davis
Patricia Schmidt
Stephen Statham

Unions

Automotive Industries
Bakers Union Local 358
Board Trustees Teamsters Natl 401k
California Machinists 401k Plan
Central PA Teamsters Health & Welfare
Central PA Teamsters Pension Fund
Central Pension Fund
Central States Pension Fund
Cincinnati Life Insurance Company
Dairy Employee Union Local 754
Dairy Industry Union Pension Plan
Delta Health Systems
District 9
Employer Teamsters Local Union
Gem Group Incorporated
General Drivers & Helpers Union
General Drivers Warehousemen
General Teamsters Local No. 061
Hawaii Teamsters Health & Welfare Trust
Hawaii Teamsters Local No. 996
IAM National Pension Fund
ILWU Kauai Division

International Association of Machinists and Aerospace Workers	RWDSU Local 386
International Brotherhood of Teamsters	RWDSU Pension Fund
Intl Union of Operating Engineers	San Diego County Teamsters
IUOE Local 99 H&W Fund	So Cal Ops & Maint Eng Apprentice
IUOE Local 99 Union Dues	Southern California Dairy Fund
IUOE Stationary Engineers Local 39	Southwest Multicraft Health
Joint Apprentice Committee	Stationary Engineer Local 39 Trust
Joint Council of Teamsters 3	Tanks Direct
Labor Alliance Managed Trust Fund	Teamster Health & Welfare Fund PA
Leo Gerard International Treasurer	Teamsters Benefit Trust
Local 584 Pension Trust Fund	Teamsters Chauffeurs Warehousemen
Local Union #471	Teamsters General Local Union 662
Local Union 638	Teamsters Joint Council #83 of VA
Lydic Printing Company	Teamsters Local 210 Health Welfare
Meadow Gold Credit Union	Teamsters Local 639 Employers Hlth
Michigan Conference of Teamsters	Teamsters Local 853
Michigan Drive	Teamsters Local No 397
Milk Drivers & Dairy Employee	Teamsters Local Union 002
Milk Drivers & Dairy Employee #246	Teamsters Local Union 007
Milk Drivers Local #348	Teamsters Local Union 014
Milk Drivers Pension Trust	Teamsters Local Union 017
Milk Plant Employees	Teamsters Local Union 026
National Drive	Teamsters Local Union 029
New England Teamsters & Trucking	Teamsters Local Union 087
Northern California Gen Teamsters	Teamsters Local Union 1035
NYS Teamsters Health & Hospital Fund	Teamsters Local Union 120
NYS Teamsters Local Union 264	Teamsters Local Union 150
NYS Teamsters Pension & Retirement Fund	Teamsters Local Union 166
Ope Welfare Fund	Teamsters Local Union 175
OPEIU	Teamsters Local Union 20
OPEIU Local 98	Teamsters Local Union 245
Operating Engineers Local 501	Teamsters Local Union 261
Preferred Financial Corporation	Teamsters Local Union 315
Rockford Area Dairy Industry #754	Teamsters Local Union 331
RWDSU Health & Welfare Fund Ins.	Teamsters Local Union 340
RWDSU Local 107	Teamsters Local Union 348
RWDSU Local 1808	Teamsters Local Union 385
RWDSU Local 201	Teamsters Local Union 386
RWDSU Local 379	Teamsters Local Union 406
	Teamsters Local Union 455

Teamsters Local Union 463
Teamsters Local Union 483
Teamsters Local Union 486
Teamsters Local Union 492
Teamsters Local Union 495
Teamsters Local Union 50
Teamsters Local Union 509
Teamsters Local Union 517
Teamsters Local Union 519
Teamsters Local Union 523
Teamsters Local Union 528
Teamsters Local Union 533
Teamsters Local Union 542
Teamsters Local Union 553
Teamsters Local Union 592
Teamsters Local Union 630
Teamsters Local Union 639
Teamsters Local Union 683
Teamsters Local Union 728
Teamsters Local Union 745
Teamsters Local Union 769
Teamsters Local Union 783
Teamsters Local Union 822
Teamsters Local Union 890
Teamsters Local Union 952
Teamsters Local Union 983
Teamsters Local Union No. 186
Teamsters Local Union No. 703
Teamsters Local Union No. 886
Teamsters Miscellaneous Security
Teamsters Security Fund
Teamsters Union Local 63
Teamsters Union Local Number 190
Twin Cities Automotive Lodge 737
UAW Local 174
UFCW Industry Pension Fund
UFCW Local 1625
UFCW Local 227
UFCW Local 88T
United Dairy & Bakery Workers

United Dairy Workers Local 102
Utah Idaho Teamsters Security Fund
Western Conference of Teamsters
Western Conference of Teamsters Pension Trust
Western Pa Teamsters & Employers
Western States Ope Pension Fund

Vendors - Top 89%

101 Incorporated
7 Hs Dairy Farm
ACE American Insurance Co.
Acosta
Adkins Milk Hauling
ADM Archer Daniels Midland
ADP LLC
Advance Milk Commodities
Affinity Agriculture LLC
Ahold Financial Services LLC
Ajb Ranch L.P.
Alco of Wisconsin Incorporated
Alliant Technologies LLC
Alvarez & Marsal Holdings LLC
American Fuji Seal Inc.
Americold Logistics LLC
Aon Risk Services
Apex Logistics Group
Apple Shamrock Dairy Farms LLC
Ares Risk Management
Associated Milk Producers Inc.
Austintown Dairy
Automation Personnel Services Inc.
Automotive Rentals Inc.
B&B Distributors Incorporated
Banc of America Leasing
Bank of the West
Barry Callebaut USA LLC
Bay Corrugated Cont
Bayland Transport Incorporated
BB&T Equipment Finance Corp.
Berkshire Dairy & Food Products
Berry Global Inc.

Big Island Dairy	Chobani LLC
Blackhawk Molding Co.	CHR Hansen Inc.
Blackjack Ridge Dairy	Citizens Asset Finance Inc.
Blommer Chocolate Co.	Citrofrut USA LLC
Blue Care Network of Michigan	Citrosuco GmbH
Blue Northern Distributing LLC	Citrus Systems Inc.
Bluegrass Dairies Incorporated	CKS Packaging Inc.
BMO Harris Equipment Finance	Clasen Quality Chocolate
BNSF Logistics LLC	Classic Mix Partners LLC
Boller Construction Company Inc.	Clofine Dairy & Food Products Inc.
Borden Dairy Co of Kentucky LLC	Clydeside Farm
Bridge Funding Group Inc.	Cobblestone Milk Cooperative
Bridgestone Americas Tire	Cognizant Technology Solutions US
Brook Corner LLC	Cold Front Distribution LLC
Brook Crystal	Coldstream Logistics Inc.
Brooks Rigging Inc.	Computershare Inc.
Burris Logistics	Concord Foods LLC
Byrds Dairy	Consolidated Container Company LP
Cal Maine Foods Inc.	Continental Tire the America
Calfee Riverland Farms	Cooper Legacy Dairy LLC
California Dairies Inc.	Cooperative Milk Producers Assoc
Cannon Equipment Co.	Cooperative Regions of Organic Pro
Capco Energy Solutions LLC	Corcentric Collective Bus
Capital Farm Credit PCA	Country Pure Foods
Cardata Consultants Inc.	Coupa Software Inc.
Cargill Corn Milling	Coyote Logistics LLC
Cargill Texturizing Solutions	CP Flexible Packaging
Carolina Manufacturing Services, Inc.	CP Tower Owner LLC
Carrier Priority Card Process	Craun, Samantha M
Caterpillar Financial Services	Cream-O-Land Dairies LLC
Cayuga Marketing LLC	Crest Foods Company Inc.
Cayuga Milk Ingredients LLC	Crown Credit Company
CD Facilities LLC	CSC Sugar LLC
CDFA Milk Pooling Branch	Dairy Conveyor Corp.
Central Milk Producers Cooperative	Dairy Farmers of America Inc.
Central PA Teamsters Health & Welfare	Dairy Industry Union Pension Plan
Central States Pension Fund	Dairy Marketing Services LLC
Chep Pallean Solutions	Dairy Products Inc.
Chep USA	Dairy.Com
Chevron Phillips Chemical Co.	Danisco USA Inc.

Dannon Co. Inc.	Foremost Farms USA
Danone US LLC	Forsman & Bodenfors
Darigold Inc.	Fox Ledge Inc.
David Michael & Co. Inc.	Gem Freshco LLC
Dean Foods Chemung Harvard IL Ovf	General Mills Finance Inc.
Dean Foods Gandys Lubbock TX Ovf	Genpact International Inc.
Dean Foods Lol Woodbury MN OVF	Genpak LLC
Dean Foods Model Dairy Reno NV OVF	Georgia Pacific Corrugated
Deloitte & Touche LLP	Giant Eagle Inc.
Deloitte Consulting LLP	Givaudan Flavors Corp.
Denali Advanced Integration	Glendi Incorporated
Denali Ingredients LLC	Godding Transport LLC
Dennis Group LLC	Good Humor Breyers
DJL Management LLC	Grainger
Domino Foods Incorporated	Grant Thornton
Dot Foods Inc.	Graphic Packaging Intl
Double H Plastics Inc.	Grassland Dairy Products Inc.
Driveline Retail Merchandising Inc.	Great Lakes Milk Products Inc.
Dutch Dairy	Great Western Bank
Dutch Dairy LLC	Green Spot Packaging
Eagle Bank and Trust	Greene Trucking Incorporated
East West Bank	Guittard Chocolate Co.
Ecolab Inc.	Harrison Dairy Incorporated GA
Ecom Ingredients LLC	Haskell Company
Edgar A Weber & Company	Hawaiian Teamsters Health & Welfare
Elopak Inc.	HCL America Inc.
Erie Cooperative	HCL Technologies Ltd
Ernest Packaging Sol	Hidden Villa Ranch
Ernst & Young LLP	Hill Country Dairies LLC
Evergreen Packaging Inc.	Hillandale Farms East
Exxonmobil Chemical Co.	Hillandale Farms of Pennsylvania
ExxonMobil Chemical Company	Hollandia Dairy Inc.
Family Dollar	Holsteins Unlimited LLC 000277
Farm Credit Mid America	Holsteins Unlimited LLC -2 002772
Farm Credit Services of America	Holtgrave Distributing Inc.
Federal Milk Market Administrator	Hoogwegt US Inc.
Fifth Third Equipment Finance	Horizon Media Incorporated
First Advantage Tax Consult	Howard Baer Incorporated
Five Star Transport Solutions Inc.	HP Hood LLC
Fona International Inc.	Hudsonville Creamery & Ice Cream

Huhtamaki Inc.
Huntington Technology Finance
Hutt Trucking Co. Inc.
IBM Corp.
Idaho Milk Products Inc.
IML Containers Iowa Inc.
Imperial Distributing Inc.
Indian River Hauling Florida
Indian River Transport Company
Indiana Sugars Incorporated
Ineos Olefins & Polymers USA
Information Resources Incorporated
Ingredion Inc.
Insight Dairy
Integrated Packaging Machinery LLC
Integrity Express Logistics LLC
Inter American Products Inc.
International Flavors & Fragrances
International Food Products
International Paper
IPC Corp.
Irasburg Unit
Jacobs Dairy LLC
JM Swank LLC
Jogue Incorporated
John R Ames, CTA
Joint Council of Teamsters 3
K K Carriers
Kandel Transport Inc.
KDV Label Company Inc.
Kellogg Sales Co.
Kennesaw Transportation Inc.
Kerry Ingredients & Flavours
KLLM Transport Services LLC
Labor Alliance Managed Trust Fund
Lafayette State Bank
Land O'Lakes, Inc.
Lee John S 000389
Legend Public Relations
Legion Logistics LLC

Leprino Foods Dairy Products Co.
Life Insurance Co. of North America
Lindell Farms LLC
Liqui Box Corp.
Lisma Logistics Inc.
Lithotype Co. Inc.
Lone Star Milk Producers Inc.
Los Angeles County Tax Collector
Lucerne Foods Inc.
Lueken Dairy Farm Incorporated
LW Wilson & Sons LLC
Lyons Magnus Inc.
Lyons Magnus LLC
Manpower
Maple Dairy
Mars Wrigley Confections US
Marsh USA Inc.
Maryland & Virginia Milk Producers
Matson Navigation Company Inc.
Meadow Wood Farms
Mercedes Benz Financial Serv
Mercer USA Inc.
Merry Milk Maid
Michigan Milk Producers Association
Microsoft Corporation
Millard Refrigerated Services LLC
Miltran Inc.
MMPA
Motion Industries Inc.
Mountain View Hauling LLC
MRV Dairy Solutions
Multi Rose Jerseys Inc.
Multi Rose Jerseys Inc. 2
Nalco Company
National Dairy Promotion and Research
National Financial Services LLC
National Fluid Milk Processor Promotion Board
National Sugar Marketing LLC
Navarro Pecan Co. Inc.
Navistar Inc.

Nestle USA Inc.
Ninth Avenue Foods
Norse Dairy Systems
O Ice LLC
O&W Dairy Farm Incorporated
O-At-Ka Milk Products Coop Inc.
Odyssey FoodTrans LLC
Oldenkamp Trucking Inc.
Onestream Software LLC
Organic Valley Fresh
Owen Transportation Services LLC
Pacific Rim Capital, Inc.
Packaging Corp of America
Paradis Inc.
Pecan Deluxe Candy Co.
Penske Truck Leasing Co. L.P.
Peoplenet Communications
Pepsico
Performance Logistics LLC
Phoenix Packaging Operations
Pine Ton Farm LLC
Pioneer Cold
Pondera Colony
Premier Juices
Premier Milk Inc.
Prepass
PricewaterhouseCoopers LLP
Prime Inc.
Pro Star Logistics Inc.
Quantum Health Inc.
Queensboro Farm Products Inc.
Quickway Logistics Inc.
Rabo Agrifinance Incorporated
Randstad
Randy Van Veldhuizen Farm
Ray Calfee
Readington Farms Inc.
Ready Roast Nut Co. LLC
Red Diamond Inc.
Red Stag Logistics LLC

Regions Equipment Finance Corporation
Rehrig Pacific Company
Rhino Foods Inc.
Rich Dairy Products Inc.
Richs Ice Cream
Robertet Flavors Inc.
Rocket Products Inc.
Rogers Manufacturing Co.
Rowley Trucking Incorporated
Ruan Logistics Corporation
RWDSU
RWS Design & Controls Inc.
Ryder Integrated Logistics
Ryder Truck Rental Inc.
Safeway Inc.
Santander Bank NA
Saputo Cheese USA Inc.
Saputo Dairy Foods USA LLC
Sartori Company
SAS Dairy
Scattered Acres Incorporated
Schreiber Foods Incorporated
Schuster Company
Securitas Security Services US Inc.
Select Milk Producers Inc.
Sensient Flavors LLC
Sensoryeffects Inc.
Shamrock Arizona Dairy Div
Shenandoah Dairy Incorporated
Shoptology Incorporated
Signature Financial LLC
Silgan Ipec Corp.
Silgan Plastic Closure
Sirva Relocation LLC
Slalom LLC
Smithfield Direct LLC
Sokol And Co.
South Georgia Pecan Co.
Southeast Milk, Inc.
Southern Cross Dairy LLC

Spring Hill Pure Natura
SS Brown Transportation Inc.
St Albans Coop Creamery Inc.
Stanpac Inc.
Stanton Farms LLC
Star Kay White Inc.
Steamburg Milk Producers Coop
Stremicks Heritage Foods LLC
Sunrise Dairy Inc.
SunTrust Equipment Finance
Superior Dairy Inc.
Suwannee Dairy Incorporated
Sweetener Supply Corp.
Sweetwater Valley Farm Inc.
Synergy Flavors Inc.
Tampico Beverages Inc.
Tastepoint Inc.
Tate & Lyle Ingredients Americas
Tax Assessor Collector
Tc Jacoby & Company Inc. B110210
Teamsters Benefit Trust
Teamsters Health & Welfare Fund
Teamsters Joint Council #83 of VA
Teamsters Local Union 261
Telerx Marketing Inc.
Tetra Pak Inc.
The Dairy Group Inc.
Thermo King Svc Inc.
Thunder Hollow Farm
Timmons Farms Ltd.
Timon Perron Trucking Incorporated
Tobico Transportation LLP
TPX Transport LLC
Trilogy Dairy L.P.
Tropicana Chilled DSD
Twin Creeks Farm LLC
Twin Express Incorporated
Unicold Corp.
United Dairymen of Arizona
United States Department of Agriculture

United Sugars Corp.
Uptown Cityplace LLC
Utah Idaho Teamsters Security Fund
Velocity
Vendor Consulting Group Inc.
Ventura Coastal LLC
Veritiv Operating Co.
Virginia Dare
Vivio Health Inc.
WageWorks
Wagner Meinert LLC
WD Logistics LLC
Wells Fargo
Wells Fargo Equipment Finance, Inc.
Wells Fargo Pa Receipts
Wenning Dairy LLC
Werhane Enterprises Ltd.
West Point Dairy Prod LLC Plant 1
West Point Dairy Products LLC Utah
Western Conference of Teamsters
WestRock
White Eagle Cooperative Association
White Oak Dairy
Winburn Milk Company Inc.
Winnesota Regional Transportation
Witte Bros Exchange Incorporated
Woodall Farms
WS Packaging Group
Xtra Lease LLC
Young Brothers Ltd.

Exhibit B-2

List of parties in interest, or affiliates thereof that currently engage, or are serving in matters with BRG, sorted by their relationship to the Debtor

Non-Debtor Affiliates

Land O'Lakes

5% or More Equity Holders

Morgan Stanley & Co. LLC

Bankruptcy Professionals

Wells Fargo

Banks/Lender/UCC Lien

Parties/Administrative Agents

PNC Bank, National Association

Bondholders

HSBC Private Bank (Suisse) SA

J.P. Morgan Investment Management, Inc.

J.P. Morgan Securities, LLC

Metlife Investment Advisors, LLC

Morgan Stanley Investment Management Inc.

UBS Securities, LLC

Customers - Top 50%

CVS/Caremark Corp

Dollar General

Starbucks

Target Corp.

US Foodservice

Wal Mart Stores/HQ

Insurance

2003 SJC Lloyd's of London

Chubb Seguros Mexico, S.A.

Federal Insurance Company ("CHUBB")

Other Significant Creditors

Banc of America

CHUBB (ACE American Insurance Company)

PNC Equipment Leasing, LLC

Siemens Financial Services, Inc.

Sovereign (Santander Bank)

Suntrust Equipment Finance & Leasing Corp.

Supervalu Inc./HQ

Wells Fargo (formerly GE CF Trust)

Wells Fargo (formerly GE TF Trust)

Wells Fargo Equipment Finance, Inc.

Top 30 Unsecured Creditors

Land O'Lakes, Inc.

Nestle USA

The Bank of New York Mellon Trust Company, N.A.

Vendors - Top 89%

Aon Risk Services

Banc of America Leasing

BNSF Logistics LLC

Bridgestone Americas Tire

Caterpillar Financial Services

Chevron Phillips Chemical Co.

Ernst & Young LLP

Exxonmobil Chemical Co.

ExxonMobil Chemical Company

Grant Thornton

IBM Corp.

International Flavors & Fragrances

Land O'Lakes, Inc.

Microsoft Corporation

Navistar Inc.

Nestle USA Inc.

PricewaterhouseCoopers LLP

Safeway Inc.
Santander Bank NA
SunTrust Equipment Finance
Wells Fargo

Wells Fargo Equipment Finance, Inc.
Wells Fargo Pa Receipts