United States Bankruptcy Court Southern District of Texas

ENTERED

June 30, 2022 Nathan Ochsner, Clerk

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

)
In re:) Chapter 11
DEANS FOOD COMPANY, et al.,) Case No. 19-36314 (DRJ
Debtors. ¹) Jointly Administered
))

STIPULATION AND AGREED ORDER DISALLOWING PROOFS OF CLAIM NUMBERS 2593, 90001 AND 90104 OF SOUTHEAST MILK INC.

(Docket No. 978)

Daniel H. Golden, in his capacity as Liquidating Trustee ("Trustee") for the DFC Liquidating Trust (the "Liquidating Trust"), and Southeast Milk Inc. (the "Claimant" and, together with the Trustee, the "Parties"), by and through undersigned counsel, hereby enter into this stipulation and order (the "Stipulation and Agreed Order") as follows:

Whereas, on November 12, 2019 (the "Petition Date"), Southern Foods Group, LLC, Dean Foods Company, and certain of their debtor affiliates (collectively, the "Debtors") commenced chapter 11 cases by filing voluntary petitions for relief in this Court under chapter 11 of the Bankruptcy Code.

Whereas, on March 17, 2021, the Court entered an order confirming the First Amended Joint Chapter 11 Plan of Liquidation of Southern Foods Group, LLC, Dean Foods Company, and Their Debtor Affiliates (the "Confirmation Order" and "Plan", respectively) [Case No. 19-36313,

¹ The debtors or liquidating debtors in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Dean Foods Company (9681) and Dean Holding Company (8390). The liquidating debtors' mailing address is: Daniel H. Golden, Trustee, Dean Foods Company Estate & Liquidating Trust, In Care of BRG, 250 Pehle Avenue, Suite 301, Saddle Brook, NJ 07663, Attn: Rick Wright.

D.I. 3565]. In accordance with the Plan and Confirmation Order, the Liquidating Trust was established and the Trustee was appointed as the Liquidating Trustee. The Trustee is authorized and has standing, among other things, to object to, compromise, settle and defend against all claims against the Debtors.

Whereas, the Claimant filed proof of claim 2593 (the "<u>Proof of Claim</u>") against Dean Dairy Holdings, LLC for an administrative claim of \$5,290,682.41 and a general unsecured claim of \$1,870,208.92.

Whereas, Claimant filed an application for allowance and payment of administrative claim in the underlying bankruptcy cases pursuant to 11 U.S.C. § 503(b)(9) [Case No. 19-36313, D.I. 1240], asserting an administrative claim of \$5,290,682.41 (the "503(b)(9) Claim").

Whereas, the Debtors internally recorded claim 90001 in the claims register to account for the 503(b)(9) Claim.

Whereas, Claimant filed a motion for allowance of administrative expense under 11 U.S.C. § 503(b)(1) [Case No. 19-36313, D.I. 2454], asserting an administrative claim of \$948,915.52 (the "503(b)(1) Claim").

Whereas, the Debtors internally recorded claim 90104 in the claims register to account for the 503(b)(1) Claim.

Whereas, Claimant opted-in to the administrative claims program (the "<u>Administrative Claims Protocol</u>") in effect in the underlying cases, pursuant to which Claimant agreed to accept payment on 80% of its total administrative claim, and waive the right to receive payment on the remaining 20% of such claim, in exchange for receiving the remainder of the payment on an expedited basis.

Whereas, the Debtors and Claimant reconciled the administrative, secured and/or priority portions of the Proof of Claim, 503(b)(9) Claim and 503(b)(1) Claim, in the total amount of \$8,133,962.20 (the "Reconciled Administrative Claim"), as evidenced in the *Eleventh Notice of Allowed Administrative Expense Claims* [Case No. 19-36313, D.I. 3129].

Whereas, on or about October 23, 2020, the Debtors paid to Claimant, pursuant to the Administrative Claims Protocol and in full payment of the Reconciled Administrative Claim, a total of \$6,507,169.76 (the "Satisfied Administrative Claim")

Whereas, the Trustee filed the Liquidating Trustee's Third Omnibus Objection to Certain Proofs of Claim (Satisfied Claims and Reconciled Claims) (the "Third Omnibus Claims Objection") [D.I. 908], in which the Trustee objected to the Proof of Claim, the 503(b)(9) Claim and the 503(b)(1) Claim on the basis that the administrative, secured and/or priority portions of those claims were reconciled and satisfied in full.

Whereas, the Parties have agreed to disallowance of the Proof of Claim, 503(b)(9) Claim and 503(b)(1) Claim as satisfied, as further reflected herein.

Whereas, the Trustee and Claimant are parties in an adversary proceeding pending before this Court pursuant to which the Trustee has brought claims for the avoidance and recovery of certain transfers under Chapter 5 of the Bankruptcy Code [AP No. 21-04193] (the "Avoidance Action").

Whereas, the Claimant has raised defenses to the Avoidance Action involving, *inter alia*, the Reconciled Administrative Claim amount, including but not limited to the application of invoices as "new value" under 11 U.S.C. § 547(c)(4).

NOW, THEREFORE, in consideration of the foregoing recitals, which are incorporated into this Stipulation and Agreed Order, the Parties hereby stipulate and agree as follows:

- 1. The Parties stipulate and agree that the administrative, secured, and/or priority portions of each of the Proof of Claim, the 503(b)(9) Claim and the 503(b)(1) Claim shall be and are hereby disallowed.
- 2. The Parties further stipulate and agree that Claimant holds no other administrative, secured and/or priority claims against the Debtors or their estates; *provided that* nothing herein shall operate to waive (i) Defendant's right to assert a "new value" defense in the Avoidance Action for the goods, services and invoices represented by the Reconciled Administrative Claim, (ii) Plaintiffs right to dispute the application of "new value" as a defense under any grounds other than that the Reconciled Administrative Claim was disallowed. For the avoidance of doubt, nothing herein shall operate to waive Plaintiff's right to dispute the application of new value as a defense on the basis that such new value was paid by an otherwise unavoidable transfer in accordance with 11 U.S.C. § 547(c)(4)(B).
- 3. The Parties further stipulate and agree that the Proof of Claim shall be and is hereby modified to reflect a general unsecured claim of \$1,870,208.92.
- 4. The Parties further stipulate and agree that the Trustee may direct the Claims and Solicitation Agent, Epiq Corporate Restructuring, LLC, to update the official claims register to reflect this Stipulation and Agreed Order and Claimant shall provide any further documentation as may be requested by the Trustee to effectuate the updating of the official claims register.
- 5. Nothing in this Stipulation and Agreed Order shall constitute (i) an admission as to the amount of, basis for, or validity of the Proof of Claim, (ii) a waiver of the Trustee's or any other party in interest's right to dispute the Proof of Claim on any grounds, including but not limited to validity or amount, (iii) a promise or requirement to pay the Proof of Claim, or (iv) a waiver or limitation of the Trustee's, or any other party in interest's, rights under the Bankruptcy

Code or any other applicable law. Furthermore, nothing in this Stipulation and Agreed Order shall, or shall be deemed to impair, disallow, expunge, alter or revoke payment of the Satisfied Administrative Claim.

- 6. The terms and conditions of this Stipulation and Agreed Order shall be immediately effective and enforceable upon entry by the Bankruptcy Court.
- 7. The Bankruptcy Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation and Agreed Order, and the Parties hereby consent to such jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation and Agreed Order.

IT IS SO ORDERED.

Signed: June 30, 2022.

DAVID R. JONES UNITED STATES BANKRUPTCY JUDGE

AGREED:

LATHAM, LUNA, EDEN & BEAUDINE, LLP

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Attorneys for Trustee

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United States Bankruptcy Court Southern District of Texas

In re: Case No. 19-36314-drj

Dean Foods Company Chapter 11

Dean Hawa
Debtors

CERTIFICATE OF NOTICE

District/off: 0541-4 User: ADIuser Page 1 of 13
Date Rcvd: Jun 30, 2022 Form ID: pdf002 Total Noticed: 19

The following symbols are used throughout this certificate:

Symbol Definition

+ Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS

regulations require that automation-compatible mail display the correct ZIP.

Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable,

the notice recipient was advised to update its address with the court immediately.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 02, 2022:

Recip ID		Recipient Name and Address
db	#+	Dean Foods Company, 2711 Haskell Avenue, Suite 3400, Dallas, TX 75204-2928
cr		Chainalytics LLC, Attn: General Counsel, 7950 Legacy Counsel, Suite 900, Plano, TX 75075
cr	+	Crown Equipment Corporation, 8117 Preston Rd., Suite 300, Dallas, TX 75225, UNITED STATES 75225-6347
intp	+	Epiq Corporate Restructuring, LLC, 777 Third Avenue, 12th Fl, New York, NY 10017-1302
cr	+	Fourth Generation Trucking LLC, 1038 Laura Lane, Black River Falls, WI 54615-5872
cr	+	IBM Credit LLC, 7100 Highlands Pkway, Smyrna, GA 30082-4859
cr	+	ITS Logistics, LLC, 555 Vista Boulevard, Sparks, NV 89434-9662
cr		Kennesaw Transportation, Inc., 3794 Highway 411 NW, Rydal, GA 30171
cr	+	Lazaro Luna, c/o Joyce W. Lindauer, 1412 Main Street, Suite 500, Dallas, TX 75202-4042
dft	+	M.C. Dean, Inc., Sanderford & Carroll, P.C., 2110 Birdcreek Drive, Temple, TX 76502, UNITED STATES 76502-1020
cr	+	Nick R Van Hoogmoed, 20431 Via Trovador, Yorba Linda, CA 92887-3206
crcm	+	Official Committee of Unsecured Creditors of South, c/o Marty L. Brimmage, Jr., Akin Gump Strauss Hauer & Feld LLP, 2300 N. Field Street, Suite 1800, Dallas, TX 75201-4675
cr	+	Plexus Scientific Corporation, 5510 Cherokee Ave., Suite 350, Alexandria, VA 22312-2326
dft	+	Rexel USA Inc., 9 Greenway Plaza, Suite 1000, Houston, TX 77046-0900

TOTAL: 14

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address Email/Text: bankruptcy@ttc.lacounty.gov	Date/Time	Recipient Name and Address
cr	Email/Text: bankrupicy@ttc.iacounty.gov	Jun 30 2022 20:06:00	Los Angeles County Treasurer and Tax Collector, PO Box 54110, Los Angeles, CA 90051-0110
cr	Email/Text: LDRBankruptcy.EBN@la.gov	Jun 30 2022 20:06:00	Louisiana Department of Revenue, Bankruptcy Section, P. O. Box 66658, Baton Rouge, LA 70896-6658
cr	+ Email/Text: schristianson@buchalter.com	Jun 30 2022 20:06:00	Oracle America, Inc., Buchalter, A Professional Corporation, c/o Shawn M. Christianson, 55 2nd St. 17th Fl., San Francisco, CA 94105-3493
cr	+ Email/Text: bettyhoran@saarmature.com	Jun 30 2022 20:06:00	San Antonio Armature Works, Inc., 1015 N. Colorado, San Antonio, TX 78207-1759
СГ	+ Email/Text: AGBankRevenue@ag.tn.gov	Jun 30 2022 20:06:00	TN Dept of Revenue, c/o TN Attorney General's Office, Bankruptcy Division, PO Box 20207, Nashville, TN 37202-4015

TOTAL: 5

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID Bypass Reason Name and Address tr Daniel H Golden

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intp Ash I& Company LLC

Atmos Energy Louisiana Industrial Gas, LLC cr

intp BMO Harris Bank N.A.

BMO Harris Equipment Finance Co. intp

Bank of Montreal intp

Bay Corrugated Container, Inc. cr

City of El Paso cr DSD Partners, LLC intp Dean Hawa

pla

Employer-Teamster Local Nos. 175/505 Pension Fund cr

Leprino Foods Dairy Products Company cr

Luis Salinas cr Paper Systems Inc intp

Penske Truck Leasing Co., L.P. cr People's Capital and Leasing Company cr

Ray N Silvey cr

The Coca-Cola Company cr

Trio Community Meals, LLC fdba Valley Services, In dft Visible Supply Chain Management, LLC, successor-in cr dft Wolters Kluwer United States Inc. dba CT Corporati

TOTAL: 21 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 02, 2022 Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on June 30, 2022 at the address(es) listed below:

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Andrew G Edson

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Bradley R Kruse

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Bryan Patrick Vezey

 $on\ behalf\ of\ Defendant\ US\ Foods\ Inc.\ bvezey @cozen.com, hmartin @cozen.com; bryan-vezey-4056 @ecf.pacerpro.com, hmartin properties of the propertie$

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on behalf of Creditor Visible Supply Chain Management LLC, successor-in-interest to Pro Star Logistics, LLC and Visible

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Christopher A McKinney

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Christopher Lance Halgren

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Christopher Lance Halgren

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David T. B. Audley

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Henry Flores

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Jason Lee Boland

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