



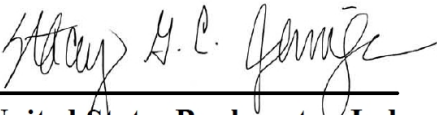
CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed May 9, 2025


United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

HARVEST SHERWOOD FOOD
DISTRIBUTORS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-80109 (SGJ)

(Jointly Administered)
Related to Dkt. No. 11

**INTERIM ORDER (I) APPROVING DEBTORS' CONTINUED
USE OF LC FACILITY; AND (II) GRANTING RELATED RELIEF**

Upon the motion of Harvest Sherwood Food Distributors, Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Order") (i) approving use of the LC Facility with respect to the Utility Providers at the Dallas Facility; and

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are Del Mar Holding LLC (9207), Del Mar Acquisition Inc. (8866), Surfliner Holdings, Inc. (9456), Harvest Sherwood Food Distributors, Inc. (8995), Harvest Meat Company, Inc. (9136), LAMCP Capital, LLC (N/A), Western Boxed Meats Distributors, Inc. (8735), Cascade Food Brokers, Inc. (1389), Hamilton Meat, LLC (6917), SFD Acquisition LLC (8995), SFD Transportation Corp. (1551), Sherwood Food Distributors, L.L.C. (4375), and SFD Company LLC (1175). The Debtors' service address is c/o Epiq Corporate Restructuring, LLC 10300 SW Allen Blvd., Beaverton, OR 97005.

(ii) granting related relief (the “Motion”),² all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc* dated August 3, 1984, entered by the United States District Court for the Northern District of Texas; and the matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being able to issue a final order consistent with Article III of the United States Constitution; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Motion is GRANTED on an interim basis.
2. The final hearing (the “Final Hearing”) on the Motion shall be held on **June 3, 2025 at 1:30 pm (prevailing Central Time)** in the United States Bankruptcy Court for the Northern District of Texas, Courtroom 1, Floor 14, 1100 Commerce Street, Dallas, TX 75242. Any objections or responses to entry of a final order on the Motion shall be filed on or before May 27, 2025, at 4:00 p.m. (prevailing Central Time) and served on the following parties: (a) the Debtors; (b) proposed attorneys for the Debtors, Sidley Austin LLP, 787 Seventh Avenue, New York, NY 10019, Attn: Rakhee Patel (rpatel@sidley.com); Anthony Grossi (agrossi@sidley.com); Jason

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

Hufendick (jhufendick@sidley.com); and Ryan Fink (ryan.fink@sidley.com); (c) the Office of the United States Trustee, Northern District of Texas, Region 6, 1100 Commerce Street, Room 976, Dallas, Texas 75242, Attn: Elizabeth A. Young (elizabeth.a.young@usdoj.gov) and Meredyth A. Kippes (meredyth.kippes@usdoj.gov); and (d) counsel to any official committee appointed in these chapter 11 cases (collectively, the “Notice Parties”). In the event no objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for the Final Hearing.

3. Notwithstanding the commencement of the chapter 11 cases, the landlord at the Dallas Facility is authorized to draw on the LC Facility to satisfy obligations related to the Utility Services and rent in the ordinary course and consistent with past practice. To the extent required, the automatic stay imposed pursuant to section 362 of the Bankruptcy code is lifted to allow the landlord at the Dallas Facility to draw on the LC Facility in accordance with the foregoing sentence.

4. The inclusion of any entity in, or the omission of any entity from, the Utility Service List shall not be deemed an admission by the Debtors that such entity is or is not a “utility” within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

5. Each of the banks at which the Debtors maintain their accounts are authorized to (a) receive, process, honor, and pay all checks presented for payment and to honor all funds transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts, and (b) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored

in accordance with this or any other order of the Court, whether such checks, drafts, wires, or transfers are dated before, on, or after the Petition Date, without any duty to inquire otherwise.

6. The Debtors are authorized to issue postpetition checks or to effect postpetition funds transfer requests in replacement of any checks or funds transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

7. Nothing in this interim Order constitutes (a) an admission as to the validity of any claim against the Debtors; (b) a waiver of the Debtors' or any party in interest's rights to dispute the amount of, basis for, or validity of any claim or interest under applicable law or nonbankruptcy law; (c) a promise or requirement to pay any claim; (d) a waiver of the Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; (e) a request for or granting of approval for assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code; or (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates. Any payment made pursuant to this Order is not intended to be nor should it be construed as an admission as to the validity of any claim or a waiver of the Debtors' rights to subsequently dispute such claim.

8. Notwithstanding anything to the contrary contained in the Motion or this Order, any payment to be made and any relief or authorization granted hereunder shall be limited by and subject to the requirements imposed on the Debtors in any order entered by this Court authorizing the Debtors to obtain postpetition financing and to use cash collateral (such order, the "DIP Order"), including, for the avoidance of doubt, the debtor-in-possession budgets set forth therein.

To the extent of any conflict (but solely to the extent of such conflict) between the terms of this Order and the terms of the DIP Order, the terms of the DIP Order will govern.

9. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion under the circumstances and the requirements of Bankruptcy Rule 6004(a) and the Local Bankruptcy Rules for the Northern District of Texas are satisfied by such notice.

11. Notwithstanding the applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

13. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

14. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

END OF ORDER

Order submitted by:

SIDLEY AUSTIN LLP

Rakhee V. Patel (00797213)
Chelsea McManus (24131499)
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Dallas, Texas 75201
Telephone: (214) 981-3300
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and

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Jason L. Hufendick (*pro hac vice* pending)
Ryan Fink (*pro hac vice* pending)
Daniela Rakowski (*pro hac vice* pending)
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ryan.fink@sidley.com
drakowski@sidley.com

*Proposed Attorneys to the Debtors
and Debtors in Possession*

In re:
Harvest Sherwood Food Distributors, Inc.
Debtor

Case No. 25-80109-sgj
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0539-8
Date Rcvd: May 09, 2025

User: admin
Form ID: pdf025

Page 1 of 3
Total Noticed: 9

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.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 11, 2025:

Recip ID	Recipient Name and Address
db	+ Harvest Sherwood Food Distributors, Inc., 10300 SW Allen Blvd, Beaverton, OR 97005-4833
aty	+ James Ktsanes, Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, IL 60611-3695
aty	+ Randall Carl Weber-Levine, Latham & Watkins LLP, 1271 Avenue of the Americas, New York, NY 10020-1300
aty	+ Ryan Fink, Sidley Austin LLP, One South Dearborn, Chicago, IL 60603-2323
intp	+ 1970 Group, Inc., c/o Ross & Smith, PC, Attn: Frances A. Smith, 700 N. Pearl Street, Suite 1610 Dallas, TX 75201-7459

TOTAL: 5

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

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

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	May 09 2025 21:24:00	Allen ISD, c/o John Kendrick Turner, 3500 Maple Avenue, Suite 800, Dallas, TX 75219, UNITED STATES 75219-3959
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	May 09 2025 21:24:00	City of Allen, c/o John Kendrick Turner, 3500 Maple Avenue, Suite 800, Dallas, TX 75219, UNITED STATES 75219-3959
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	May 09 2025 21:24:00	Dallas County, c/o John Kendrick Turner, 3500 Maple Avenue, Suite 800, Dallas, TX 75219, UNITED STATES 75219-3959
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	May 09 2025 21:24:00	Tarrant County, c/o John Kendrick Turner, 3500 Maple Avenue, Suite 800, Dallas, TX 75219, UNITED STATES 75219-3959

TOTAL: 4

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.

NONE

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: May 11, 2025

Signature: /s/Gustava Winters

District/off: 0539-8

User: admin

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Date Rcvd: May 09, 2025

Form ID: pdf025

Total Noticed: 9

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 9, 2025 at the address(es) listed below:

Name	Email Address
Ashley Lindsay Harper	on behalf of Creditor JPMorgan Chase Bank N.A., as Prepetition Agent and DIP Agent ashleyharper@HuntonAK.com
Chelsea McManus	on behalf of Debtor Western Boxed Meats Distribution Inc cmcmanus@sidley.com
Chelsea McManus	on behalf of Plaintiff Harvest Sherwood Food Distributors Inc. cmcmanus@sidley.com
Chelsea McManus	on behalf of Debtor SFD Acquisition LLC cmcmanus@sidley.com
Chelsea McManus	on behalf of Debtor Harvest Sherwood Food Distributors Inc. cmcmanus@sidley.com
Chelsea McManus	on behalf of Debtor LAMCP Capital LLC cmcmanus@sidley.com
Chelsea McManus	on behalf of Debtor Del Mar Holding LLC cmcmanus@sidley.com
Chelsea McManus	on behalf of Debtor Hamilton Meat LLC cmcmanus@sidley.com
Chelsea McManus	on behalf of Debtor SFD Company LLC cmcmanus@sidley.com
Chelsea McManus	on behalf of Debtor Cascade Food Brokers Inc. cmcmanus@sidley.com
Chelsea McManus	on behalf of Debtor Del Mar Acquisition Inc. cmcmanus@sidley.com
Chelsea McManus	on behalf of Debtor Surfliner Holdings Inc cmcmanus@sidley.com
Chelsea McManus	on behalf of Debtor Sherwood Food Distributors L.L.C. cmcmanus@sidley.com
Christopher Lance Halgren	on behalf of Interested Party BMO Bank N.A. chalgren@mcginnislaw.com cosborn@mcginnislaw.com;jolson@mcginnislaw.com
Elizabeth Lawrence	on behalf of Interested Party BMO Bank N.A. elawrence@mcginnislaw.com cosborn@mcginnislaw.com;rguzman@mcginnislaw.com;jolson@mcginnislaw.com
Eric R. Wilson	on behalf of Creditor Ryder Truck Rental Inc. kdwbankruptcydepartment@kelleydrye.com
Frances Anne Smith	on behalf of Interested Party 1970 Group Inc. frances.smith@rsbfirm.com, michael.coulombe@rsbfirm.com
J. Brian Vanderwoude	on behalf of Creditor Sprouts Farmers Market Inc. vanderwoude.brian@dorsey.com, Haydon.jean@dorsey.com
J. Brian Vanderwoude	on behalf of Creditor SFM LLC vanderwoude.brian@dorsey.com, Haydon.jean@dorsey.com
James T. Phillips	on behalf of Interested Party BMO Bank N.A. jphillips@mcginnislaw.com cosborn@mcginnislaw.com;cboschult@mcginnislaw.com
John D. Penn	on behalf of Creditor Tyson Foods Inc. jpenn@perkinscoie.com, docketdal@perkinscoie.com;john--penn-1853@ecf.pacerpro.com
John Kendrick Turner	on behalf of Creditor Dallas County john.turner@lgbs.com Dora.Casiano-Perez@lgbs.com;Dallas.Bankruptcy@lgbs.com
John Kendrick Turner	on behalf of Creditor Allen ISD john.turner@lgbs.com Dora.Casiano-Perez@lgbs.com;Dallas.Bankruptcy@lgbs.com
John Kendrick Turner	on behalf of Creditor City of Allen john.turner@lgbs.com Dora.Casiano-Perez@lgbs.com;Dallas.Bankruptcy@lgbs.com

District/off: 0539-8

User: admin

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Date Rcvd: May 09, 2025

Form ID: pdf025

Total Noticed: 9

John Kendrick Turner	on behalf of Creditor Tarrant County john.turner@lgbs.com Dora.Casiano-Perez@lgbs.com;Dallas.Bankruptcy@lgbs.com
Michael D. Warner	on behalf of Interested Party Ad Hoc Group of Unsecured Creditors mwarner@pszjlaw.com klabrada@pszjlaw.com
Philip Michael Guffy	on behalf of Creditor JPMorgan Chase Bank N.A., as Prepetition Agent and DIP Agent pguffy@huntonak.com
Rebecca Lynn Matthews	on behalf of Creditor Viz Cattle Corporation doing business as SuKarne and Premium Meats Co. rmatthews@fbtlaw.com, rmccartney@fbtlaw.com
Ronald Eric Gold	on behalf of Creditor Viz Cattle Corporation doing business as SuKarne and Premium Meats Co. rgold@fbtlaw.com, awebb@fbtlaw.com;eseverini@fbtlaw.com;sbryant@ecf.inforuptcy.com;jkleisinger@fbtlaw.com
Sid Garabato	on behalf of Claims Agent Epiq Corporate Restructuring LLC ecr@ecf.epiqsystems.com
Steven William Golden	on behalf of Interested Party Ad Hoc Group of Unsecured Creditors sgolden@pszjlaw.com
Thomas Robert Califano	on behalf of Debtor Sherwood Food Distributors L.L.C. tom.califano@sidley.com, nyefiling@sidley.com;tom-califano-6649@ecf.pacerpro.com;emcdonnell@sidley.com
Thomas Robert Califano	on behalf of Debtor SFD Transportation Corp. tom.califano@sidley.com nyefiling@sidley.com;tom-califano-6649@ecf.pacerpro.com;emcdonnell@sidley.com
Thomas Robert Califano	on behalf of Debtor Del Mar Acquisition Inc. tom.califano@sidley.com nyefiling@sidley.com;tom-califano-6649@ecf.pacerpro.com;emcdonnell@sidley.com
Thomas Robert Califano	on behalf of Debtor Hamilton Meat LLC tom.califano@sidley.com, nyefiling@sidley.com;tom-califano-6649@ecf.pacerpro.com;emcdonnell@sidley.com
Thomas Robert Califano	on behalf of Debtor Cascade Food Brokers Inc. tom.califano@sidley.com, nyefiling@sidley.com;tom-califano-6649@ecf.pacerpro.com;emcdonnell@sidley.com
Thomas Robert Califano	on behalf of Debtor Surfliner Holdings Inc tom.califano@sidley.com, nyefiling@sidley.com;tom-califano-6649@ecf.pacerpro.com;emcdonnell@sidley.com
Thomas Robert Califano	on behalf of Debtor Harvest Sherwood Food Distributors Inc. tom.califano@sidley.com, nyefiling@sidley.com;tom-califano-6649@ecf.pacerpro.com;emcdonnell@sidley.com
Thomas Robert Califano	on behalf of Debtor SFD Acquisition LLC tom.califano@sidley.com nyefiling@sidley.com;tom-califano-6649@ecf.pacerpro.com;emcdonnell@sidley.com
Thomas Robert Califano	on behalf of Debtor LAMCP Capital LLC tom.califano@sidley.com, nyefiling@sidley.com;tom-califano-6649@ecf.pacerpro.com;emcdonnell@sidley.com
Thomas Robert Califano	on behalf of Debtor Del Mar Holding LLC tom.califano@sidley.com nyefiling@sidley.com;tom-califano-6649@ecf.pacerpro.com;emcdonnell@sidley.com
Thomas Robert Califano	on behalf of Debtor SFD Company LLC tom.califano@sidley.com nyefiling@sidley.com;tom-califano-6649@ecf.pacerpro.com;emcdonnell@sidley.com
Thomas Robert Califano	on behalf of Debtor Western Boxed Meats Distribution Inc tom.califano@sidley.com, nyefiling@sidley.com;tom-califano-6649@ecf.pacerpro.com;emcdonnell@sidley.com
Timothy A. Davidson, II	on behalf of Creditor JPMorgan Chase Bank N.A., as Prepetition Agent and DIP Agent taddavidson@huntonak.com
United States Trustee	ustpregion06.da.ecf@usdoj.gov

TOTAL: 45