

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. 7

# INTERIM ORDER (I) AUTHORIZING DEBTORS TO CONTINUE TO OPERATE THEIR EXISTING CASH MANAGEMENT SYSTEM; 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 "<u>Debtors</u>"), for entry of an order (this "<u>Order</u>") (i) authorizing the Debtors to continue to operate their existing cash management system,

<sup>1</sup> 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.

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including honoring certain related prepetition obligations and authorizing continuation of intercompany transactions; and (ii) granting related relief (the "Motion"),<sup>2</sup> 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 p.m. (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

<sup>&</sup>lt;sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Motion.

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10019, Attn: Rakhee V. Patel (rpatel@sidley.com); Anthony Grossi (agrossi@sidley.com); Jason 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. The Debtors are authorized, but not directed, to: (a) continue using the Cash Management System as described in the Motion and honor any prepetition obligations related to the use thereof; (b) designate, maintain, close, and continue to use on a final basis any or all of their existing Bank Accounts, including, but not limited to, the Bank Accounts identified on Exhibit D attached to the Motion, in the names and with the account numbers existing immediately before the Petition Date; (c) deposit funds in and withdraw funds from the Bank Accounts by all the usual means, including checks, electronic fund transfers, ACH transfers, and other debits or electronic means; (d) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts; and (e) open new debtor in possession Bank Accounts with the reasonable prior written notice to counsel to the U.S. Trustee; provided, that in the case of each clauses (a) through (e), such action is taken in the ordinary course of business and consistent with prepetition practices.
- 4. The Debtors are authorized, but not directed, to continue using, in their present form, the Business Forms, as well as checks and other documents related to the Bank Accounts existing immediately before the Petition Date, and maintain and continue using, in their present form, the Books and Records; provided, that once the Debtors have exhausted their existing stock

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of Business Forms, they shall ensure that any new Business Forms are clearly labeled with the "Debtor in Possession" designation as soon as reasonably practicable to do so. To the extent the Debtors print any new checks or use any electronic Business Forms, they shall include the "Debtor in Possession" designation and the corresponding bankruptcy case number on all such checks as soon as reasonably practicable.

- 5. Except as otherwise provided in this Order and only to the extent funds are available in each applicable Bank Account, all Cash Management Banks at which the Bank Accounts are maintained are directed to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, electronic fund transfers, and ACH transfers issued, whether before or after the Petition Date, and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.
- 6. The Cash Management Banks are authorized, but not directed, to charge, and the Debtors are authorized to pay, honor, or allow any Bank Fees or charges associated with the Bank Accounts and charge back returned items to the Bank Accounts in the ordinary course and consistent with prepetition practices.
- 7. As soon as practicable after entry of this Order, the Debtors shall serve a copy of this Order on the Cash Management Banks.
- 8. The Debtors are authorized, but not directed, to: (a) pay undisputed prepetition amounts outstanding as of the Petition Date, if any, owed in the ordinary course to the Cash Management Banks as service charges for the maintenance of the Cash Management System; and (b) reimburse the Cash Management Banks for any claims arising before or after the Petition Date in connection with customer checks deposited with the Cash Management Banks that have been

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dishonored or returned as a result of insufficient funds in the Bank Accounts in the ordinary course of business, to the same extent the Debtors were responsible for such items prior to the Petition Date.

- 9. The Debtors are authorized, but not directed, to continue, enter into and engage in the Intercompany Transactions, and to take any actions related thereto on the same terms as, and materially consistent with, the Debtors' operation of the business in the ordinary course during the prepetition period. In connection therewith, the Debtors shall continue to maintain current records with respect to all transfers of cash so that all transactions, including the Intercompany Transactions, may be readily ascertained, traced, and recorded properly on applicable intercompany accounts. Each of the Intercompany Transactions is hereby accorded administrative expense status under section 503(b) of the Bankruptcy Code.
- Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Cash Management Banks and, subject to applicable bankruptcy or other law, all of the provisions of such agreements, including the termination, fee provisions, rights, benefits, offset rights and remedies afforded under such agreements shall remain in full force and effect absent further order of the Court or, with respect to any such agreement with any Cash Management Bank (including, for the avoidance of doubt, any rights of a Cash Management Bank to use funds from the Bank Accounts to remedy any overdraft of another Bank Account to the extent permitted under the applicable deposit agreement), unless the Debtors and such Cash Management Bank agree otherwise, and any other legal rights and remedies afforded to the Cash Management Banks under applicable law shall be preserved, subject to applicable bankruptcy law.

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- 11. The Debtors are authorized, but not directed, in the ordinary course and consistent with prepetition practices, to open new bank accounts or close any existing Bank Account and enter into any ancillary agreements, including new deposit control agreements, related to the foregoing, as the Debtors may deem necessary and appropriate, subject to the terms and provisions of the Debtors' agreement with the Cash Management Banks, as applicable; provided, that: (a) any such new account is with one of the Debtors' existing Cash Management Banks or with a bank that is (i) insured with the FDIC and (ii) designated as an authorized depository by the U.S. Trustee; and (b) such bank agrees to be bound by the terms of this Order. The Debtors shall provide written notice to the U.S. Trustee and the Notice Parties of the opening of such account; provided that all accounts opened by any of the Debtors on or after the Petition Date at any bank shall, for purposes of this Order, be deemed a Bank Account as if it had been listed on Exhibit D attached to the Motion.
- 12. The relief granted in this Order is extended to any new bank account opened by the Debtors after the date hereof, which account shall be deemed a Bank Account, and to the bank at which such account is opened, which bank shall be deemed a Cash Management Bank. As required herein, to the extent the Debtors open a new bank account, they shall provide notice to the U.S. Trustee.
- 13. In the event that any third-party deposits funds (whether before, on or after, the Petition Date) into a Bank Account other than the Bank Account identified by the Debtors to such third party, such funds shall as soon as reasonably practicable be swept into the correct account. For the avoidance of doubt, if a Debtor or non-Debtor affiliate sends funds to a Debtor or another non-Debtor affiliate, and such funds should be placed into another Debtor Bank Account or Non-

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Debtor Affiliate Bank Account, the Debtors reserve the right, without need for a hearing or order, to, as soon as reasonably practicable, sweep such funds into the correct account.

- 14. To the extent that any of the Debtors' Bank Accounts are not in compliance with section 345(b) of the Bankruptcy Code and any provision of the U.S. Trustee Guidelines, the Debtors shall have forty-five (45) days from the Petition Date, without prejudice to seeking an additional extension or extensions, to come into compliance with section 345(b) of the Bankruptcy Code and the U.S. Trustee Guidelines; provided, that nothing herein shall prevent the Debtors or the U.S. Trustee from seeking further relief from the Court to the extent that an agreement cannot be reached. The Debtors may obtain a further extension of the time period set forth in this paragraph by entering into a written stipulation with the U.S. Trustee and filing such stipulation on the Court's docket without the need for further Court order.
- Bank honor a prepetition check or other item drawn on any account that is the subject of this Order (a) at the direction of the Debtors to honor such prepetition check or item, (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made despite implementation of customary item handling procedures, the Cash Management Bank shall not be deemed to be nor shall be liable to the Debtors or their estates or otherwise be in violation of this Order. Without limiting the foregoing, any of the Cash Management Banks may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this or any other order of this Court, and such Cash Management Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein.

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16. The Debtors are authorized to continue to collect the Accounts Receivable in the ordinary course, consistent with their prepetition practices.

- 17. 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.
- 18. 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.
- 19. 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.

- 20. 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.
  - 21. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.
- 22. 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.
- 23. Notwithstanding the applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
- 24. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).
- 25. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.
- 26. 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

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Proposed Attorneys to the Debtors and Debtors in Possession

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United States Bankruptcy Court Northern District of Texas

In re: Case No. 25-80109-sgj

Harvest Sherwood Food Distributors, Inc.

Chapter 11

Debtor

## CERTIFICATE OF NOTICE

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Date Rcvd: May 09, 2025 Form ID: pdf025 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 + Email/Text: dallas.bankruptcy@LGBS.com	Date/Time	Recipient Name and Address
СГ	+ Email/Text: danas.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

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CM/ECF NOTICE OF ELECTRONIC FILING

Form ID: pdf025

User: admin

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

District/off: 0539-8

Date Rcvd: May 09, 2025

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

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cosborn@mcginnislaw.com;jolson@mcginnislaw.com

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James T. Phillips

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Philip Michael Guffy

on behalf of Creditor JPMorgan Chase Bank N.A., as Prepetition Agent and DIP Agent pguffy@huntonak.com

Rebecca Lynn Matthews

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Ronald Eric Gold

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Sid Garabato

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Steven William Golden

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Thomas Robert Califano

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TOTAL: 45