



ENTERED
11/12/2019

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

IN RE:

**SOUTHERN FOODS GROUP, LLC, et al.,
Debtors.**

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**CASE NO: 19-36313
CHAPTER 11
(Jointly Administered)
DAVID R. JONES**

FILED 12/2/2019
DOCUMENT NO. 11185-2019
FPSC - COMMISSION CLERK

**ORDER GRANTING COMPLEX
CHAPTER 11 BANKRUPTCY CASE TREATMENT**
(Docket No. 3)

These jointly administered cases were filed on November 12, 2019. A Notice of Designation as Complex Chapter 11 Case was filed. Based on its review of the initial pleadings, the Court concludes that the complex chapter 11 case designation is appropriate. Accordingly, the Court orders:

1. The Procedures for Complex Chapter 11 Cases in the Southern District of Texas apply to these cases. The procedures are posted on the Court's website. Compliance with the procedures is required.

2. The Debtors must give notice of this Order to all parties in interest within seven days. If a party-in-interest objects to the provisions of this Order, that party may file an appropriate motion within 14 days after service of the Order.

3. The Bankruptcy Local Rules apply to this case, subject to the following modifications:

- a. Bankruptcy Local Rule 1001-1(b) does not apply.
- b. Local District Court Civil Rule 83.1 applies.
- c. Appendix A to the Local Rules of the District Court applies.
- d. If a conflict exists between the Bankruptcy Local Rules and the Procedures for Complex Chapter 11 Cases in the Southern District of Texas, the Procedures for Complex Chapter 11 Cases in the Southern District of Texas govern.

RECEIVED-FPSC
2019 DEC -2 AM 9:30
COMMISSION

SIGNED: November 12, 2019.



**DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE**

Information to identify the case:**Debtors:** Southern Foods Group, LLC *et. al.***EIN:** 75-2571364**United States Bankruptcy Court for the Southern District of Texas****Case Number:** 19-36313 (DRJ) (jointly administered)**Date Case Filed for Chapter 11:** November 12, 2019**Official Form 309F (For Corporations or Partnerships)****Notice of Chapter 11 Bankruptcy Case****12/17**

For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered.

This notice has important information about the case for creditors, debtors, and trustees, including information about the meeting of creditors and deadlines. Read both pages carefully.

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at www.pacer.gov).

The staff of the bankruptcy clerk's office cannot give legal advice.

Do not file this notice with any proof of claim or other filing in the case.

1. Debtors' full name: See chart below.

List of Jointly Administered Cases

NO.	DEBTOR	ADDRESS	CASE NO.	EIN #
1.	Southern Foods Group, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36313	75-2571364
2.	Dean Foods Company	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36314	75-2559681
3.	Alta-Dena Certified Dairy, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36315	36-4261347
4.	Dean International Holding Company	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36316	75-2889785
5.	Dean Management, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36317	75-2587782
6.	Dean Puerto Rico Holdings, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36318	75-2566832
7.	Friendly's Ice Cream Holdings Corp.	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36319	46-4527609
8.	Berkeley Farms, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36320	94-3308965
9.	Dean Services, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36321	20-5622168
10.	Friendly's Manufacturing and Retail, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36322	36-4719828

NO.	DEBTOR	ADDRESS	CASE NO.	EIN #
11.	Cascade Equity Realty, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36323	27-2963940
12.	Dean Transportation, Inc.	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36324	34-1848896
13.	Dean West II, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36325	75-2969190
14.	Dean West, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36326	74-2938753
15.	DFC Aviation Services, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36327	46-1241600
16.	DFC Energy Partners, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36328	26-2453889
17.	Country Fresh, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36329	38-1256303
18.	DFC Ventures, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36330	82-1264213
19.	Garelick Fams, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36331	52-2133221
20.	DGI Ventures, Inc.	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36332	26-0196766
21.	DIPS Limited Partner II	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36333	36-4327167
22.	Mayfield Dairy Farms, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36334	62-0583008
23.	Franklin Holdings, Inc.	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36335	11-2228114
24.	Fresh Dairy Delivery, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36336	27-1372314
25.	Dairy Information Systems Holdings, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36337	20-1859144
26.	Midwest Ice Cream Company, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36338	36-4400130
27.	Model Dairy, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36339	75-2677981
28.	Dairy Information Systems, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36340	20-2830009
29.	Reiter Dairy, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36341	04-3673675
30.	Sampson Ventures, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36342	77-0667714
31.	Shenandoah's Pride, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36343	74-2952858
32.	Dean Dairy Holdings, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36344	75-2969188
33.	Steve's Ice Cream, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36345	82-1926807
34.	Dean East II, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36346	75-2969192
35.	Dean East, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36347	74-2938751
36.	Dean Foods North Central, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36348	36-4277858
37.	Suiza Dairy Group, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36349	04-3742039
38.	Tuscan/Lehigh Dairies, Inc.	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36350	33-1046774
39.	Dean Foods of Wisconsin, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36351	26-4552504
40.	Uncle Matt's Organic, Inc.	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36352	42-1560079
41.	Verifine Dairy Products of Sheboygan, LLC	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36353	39-0677200
42.	Dean Holding Company	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36354	39-0318390
43.	Dean Intellectual Property Services II, Inc.	2711 North Haskell Ave., Suite 3400 Dallas, TX 75204	19-36355	05-0533512

2. All other names used in the last 8 years: See Rider 1.
3. Address: See chart above.
4. Debtors' attorneys

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Debtors' notice and claims agent (for court documents and case information inquiries):

Epiq Website: <https://dm.epiq11.com/SouthernFoods>

Email Inquiries: DeanInfo@epiqglobal.com

Hotline:

Toll Free (U.S. & Canada) #: (833) 935-1362

Non U.S. #: (503) 597-7660

Claim Processing Address Information:

Proofs of claim may be filed electronically on the Court's ECF system, by accessing the E-filing Claims (ePOC) link (at www.txs.uscourts.gov/bankruptcy) or through the claims agent's portal at <https://dm.epiq11.com/SouthernFoods>. Paper copies of completed proofs of claim may be submitted to Epiq Corporate Restructuring, LLC, as the official claims agent for these cases at the addresses below:

If by First-Class Mail:

Southern Foods Group, LLC d/b/a Dean Foods
 Claims Processing Center
 c/o Epiq Corporate Restructuring, LLC
 P.O. Box 4419
 Beaverton, OR 97076-4419

If by Hand Delivery or Overnight mail:

Southern Foods Group, LLC d/b/a Dean Foods
 Claims Processing Center
 c/o Epiq Corporate Restructuring, LLC
 10300 SW Allen Blvd.
 Beaverton, OR 97005

5. Bankruptcy clerk's office

Documents in this case may be filed at this address. You may inspect all records filed in this case at this office or online at www.pacer.gov.

United States Courthouse
515 Rusk Avenue
Houston, Texas 77002

Hours open: Monday – Friday
8:00 AM – 5:00 PM
Contact phone: 713-250-5500

All documents in this case are available free of charge on the website of the Debtors' notice and claims agent at <https://dm.epiq11.com/SouthernFoods>

6. Meeting of creditors

The debtor's representative must attend the meeting to be questioned under oath. Creditors may attend, but are not required to do so.

Time and Date:
December 10, 2019 at 4:00 PM (CST)
(initial telephonic 341 meeting)

February 11, 2020 at 2:00 PM (CST)
(in person 341 meeting)

The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.

Location:
Telephonic

Bob Casey United States Courthouse,
Office of the U.S. Trustee
515 Rusk, Suite 3401
Houston, TX 77002

7. Proof of claim deadline

Deadline for filing proof of claim: Not yet set. If a deadline is set, notice will be sent at a later time. A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at www.uscourts.gov or any bankruptcy clerk's office.

Your claim will be allowed in the amount scheduled unless:

- Your claim is designated as disputed, contingent or unliquidated;
- You file a proof of claim in a different amount; or
- You receive another notice

If your claim is not scheduled or if your claim is designated as disputed, contingent, or unliquidated, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.

You may review the schedules at the bankruptcy clerk's office or online at www.pacer.gov or <https://dm.epiq11.com/SouthernFoods>

Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.

8. Exception to discharge deadline

The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.

If § 523(c) applies to your claim and you seek to have it excepted from discharge, you must start a judicial proceeding by filing a complaint by the deadline stated below.

Deadline for filing the complaint: To be Determined

9. Creditors with a foreign address

If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.

10. Filing a Chapter 11 bankruptcy case

Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.

11. Discharge of debts

Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge under 11 U.S.C. § 1141(d)(6)(A), you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.

Rider 1

Other Names Used in the Last 8 Years

Current Entity Name	Former Names
Southern Foods Group, LLC	d/b/a Barbe's Dairy d/b/a Borden d/b/a Borden Dairy Products d/b/a Brown's Dairy d/b/a Excelsior Dairy d/b/a Foremost Dairy d/b/a Hygeia Dairy d/b/a Meadow Gold d/b/a Meadow Gold Dairies d/b/a Mile High Ice Cream d/b/a Naalehu Dairy d/b/a Oak Farms Dairy d/b/a Oak Farms Dairy – Waco d/b/a Schepps Dairy d/b/a Southwest Ice Cream Specialties d/b/a Meadow Gold (Billings) d/b/a Meadow Gold (Boise) d/b/a Meadow Gold (Englewood) d/b/a Meadow Gold (Grand Junction) d/b/a Meadow Gold (Greeley) d/b/a Meadow Gold (Hawaii) d/b/a Meadow Gold (Kalispell) d/b/a Meadow Gold (Las Vegas) d/b/a Meadow Gold (Salt Lake City) d/b/a Meadow Gold (Tulsa) d/b/a Oak Farms Dairy (Dallas) d/b/a Oak Farms (Houston) d/b/a Oak Farms (San Antonio) d/b/a Schepp's Dairy (Dallas) d/b/a Southwest Ice Cream
Dean Foods Company	d/b/a Dairymen's d/b/a Hawaii's Dairy d/b/a IS-IMMUNO STIMULATION d/b/a Lani Moo d/b/a Meadow Gold
Alta-Dena Certified Dairy, LLC	d/b/a Heartland Farms d/b/a Swiss Dairy Merged Entity (non-survivor): Dean Foods of Southern California, LLC
Berkeley Farms, LLC	d/b/a Bud's Ice Cream of San Francisco
Country Fresh, LLC	d/b/a Country Fresh Wesley d/b/a Dairy Products of Michigan d/b/a East Coast Ice Cream d/b/a Embest Dairy d/b/a Frostbite Brands d/b/a Jilbert Dairy d/b/a Jilbert Dairy, Inc. d/b/a Melody Farms, LLC d/b/a McDonald Dairy d/b/a Mooney Creamery d/b/a Mootown d/b/a Mootown Distributors d/b/a Nafziger Ice Cream d/b/a Nafziger d/b/a Southeastern Juice Packers, Inc. d/b/a Stroh's Ice Cream d/b/a Stroh's Homemade Ice Cream d/b/a Stroh's Old Fashioned Ice Cream d/b/a The Stroh Ice Cream Company d/b/a Country Fresh (Jilbert) d/b/a Country Fresh, LLC - Grand Rapids

Dean Dairy Holdings, LLC	d/b/a Barber's Dairy d/b/a Barber's Milk, LLC d/b/a Creamland Dairies, LLC d/b/a Dean Dairy Products Company d/b/a Dean Dairy Products Company, LLC d/b/a Dean Foods Company of Indiana, LLC d/b/a Dean Illinois Dairies, LLC d/b/a Dean Milk Company d/b/a Dean Milk Company - Louisville d/b/a Liberty Dairy Company d/b/a McArthur Dairy, LLC d/b/a Meadow Brook Dairy d/b/a Meadow Brook Dairy Company d/b/a Price's Creameries d/b/a Purity Dairies d/b/a Purity Dairies, LLC d/b/a Swiss Premium Dairy, LLC d/b/a T.G. Lee Dairy d/b/a T.G. Lee Foods, LLC Prior Corporate Name/Companies Merged (non-survivors): Gandy's Dairies, LLC
Dean Foods North Central, LLC	d/b/a Dean Foods - LeMars d/b/a Land O'Lakes
Dean Foods of Wisconsin, LLC	d/b/a Dean Foods of De Pere d/b/a Dean Foods of Waukesha d/b/a GC Golden Guernsey Dairy d/b/a Morning Glory Dairy
Dean Holding Company	d/b/a Dean Foods Holding Company d/b/a Dean Holding Company Wisconsin
Dean Management, LLC	d/b/a Dean Foods Management, LLC (Forced dba in OH) d/b/a Suiza Management, LLC Prior Corporate Names/Companies Merged (non-survivors): Dean Management Corporation (10/22/2012)
Dean Services, LLC	d/b/a Dean Foods Services, LLC d/b/a Dean Services, LLC (Delaware)
Dean Transportation, Inc.	d/b/a Dean Dairy Transportation Company (Forced dba MI) d/b/a Dean Dairy Transportation Company
Garelick Farms, LLC	d/b/a Fairdale Farms – New York d/b/a Garelick Farms d/b/a Garelick Farms – Lynn d/b/a Garelick Farms – Lynn LLC d/b/a Garelick Farms – Massachusetts d/b/a Garelick Farms – New Jersey d/b/a Garelick Farms – New York d/b/a Garelick Farms of Maine d/b/a Garelick Farms of Maine, LLC d/b/a Garelick Farms of Massachusetts d/b/a Garelick Farms of New Jersey d/b/a Garelick Farms of New York d/b/a Garelick Farms of Rhode Island d/b/a Garelick Farms of Vermont d/b/a Garelick Farms of Vermont, LLC d/b/a Ideal Dairy Farms d/b/a Miscoe Springs – Massachusetts d/b/a Nature's Best d/b/a Scangas Bros. Holdings – Massachusetts d/b/a West Lynn Creamery – Massachusetts d/b/a West Lynn Creamery – New Hampshire d/b/a West Lynn Creamery – New Jersey d/b/a West Lynn Creamery – New York d/b/a West Lynn Creamery – Vermont d/b/a West Lynn Creamery Realty – Massachusetts d/b/a Garelick Farms Franklin d/b/a Garelick Farms of Lynn d/b/a Ideal Dairy
Mayfield Dairy Farms, LLC	d/b/a Atlanta Dairy
Reiter Dairy, LLC	d/b/a Reiter Dairy, LLC (Akron) d/b/a Reiter Dairy, LLC (Springfield)

Suiza Dairy Group, LLC	d/b/a Broughton Foods, LLC d/b/a Country Delite d/b/a Country Delite Farms, LLC d/b/a Dairy Fresh, LLC d/b/a Dean Foods Central Ice Cream d/b/a Dean Foods National Warehouse d/b/a Dean Foods of Decatur d/b/a Frostbite Brands d/b/a Land-O-Sun d/b/a Land-O-Sun Dairies d/b/a Louis Trauth Dairy, LLC d/b/a Pet Dairy d/b/a PET Dairy Richmond d/b/a Pet O'Fallon, LLC d/b/a Robinson Dairy, LLC d/b/a Schenkel's All-Star Dairy, LLC Prior Corporate Names/Companies Merged (non-survivors): Dean Intellectual Property Services, Inc. (01/01/2012) Land-O-Sun Dairies, LLC (12/31/2014)
Tuscan/Lehigh Dairies, Inc.	d/b/a Lehigh Valley Dairy d/b/a Tuscan Dairy d/b/a Lehigh Valley Dairy Farms