

UNITED STATES

Eastern District of Michigan
SOUTHERN DIVISION

In re: GROEB FARMS, INC.

Case No. _____

Debtor. _____/

BANKRUPTCY PETITION COVER SHEET

(The debtor must complete and file this form with the petition in every bankruptcy case. Instead of filling in the boxes on the petition requiring information on prior and pending cases, the debtor may refer to this form.)

Part 1

A Companion cases, as defined in L.B.R. 1073-1(b), are cases involving any of the following: (1) The same debtor; (2) A corporation and any majority shareholder thereof; (3) Affiliated corporations; (4) A partnership and any of its general partners; (5) An individual and his or her general partner; (6) An individual and his or her spouse; or (7) Individuals or entities with any substantial identity of financial interest or assets.

Has a companion case to this case ever been filed at any time in this district or any other district? Yes _____ No X
(If yes, complete Part 2.)**Part 2**

For each companion case, state in chronological order of cases: (Attach supplemental sheets if necessary.)

	First Case	Second Case	Third Case
Name on petition	_____	_____	_____
Relationship to this case	_____	_____	_____
Case Number	_____	_____	_____
Chapter	_____	_____	_____
Date filed	_____	_____	_____
District	_____	_____	_____
Division	_____	_____	_____
Judge	_____	_____	_____
Status/Disposition	_____	_____	_____

(Pending, confirmed & still open, confirmed & closed, dismissed before/after confirmation, discharged, etc.)

If the present case is a Chapter 13 case, state for each companion case:

Attorney	_____	_____	_____
Legal fee	\$ _____	\$ _____	\$ _____
Proposed legal fee in this case	\$ _____		
Changes in circumstances which lead the debtor to reasonably believe that the current plan will be successful.			

Part 3 - In a Chapter 13 Case OnlyThe Debtor(s) certify, re: 11 U.S.C. ' 1328(f):
[indicate which]

- ☐ Debtor(s) received a discharge issued in a case filed under Chapter 7, 11, or 12 during the 4-years before filing this case.
- ☐ Debtor(s) did not receive a discharge issued in a case filed under Chapter 7, 11, or 12 during the 4-years before filing this case.
- ☐ Debtor(s) received a discharge in a Chapter 13 case filed during the 2-years before filing this case.
- ☐ Debtor(s) did not receive a discharge in a Chapter 13 case filed during the 2-years before filing this case.

I declare under penalty of perjury that I have read this form and that it is true and correct to the best of my information and belief.

Debtor: Jack Irvin, Jr., CFO at Groeb Farms, Inc.

/s/ Judy A. O'Neill

Debtor's Attorney: Judy A. O'Neill (P32142)
Foley & Lardner, LLP, 500 Woodward Ave., Suite 2700, Detroit, MI 48226

Date: October 1, 2013



UNITED STATES BANKRUPTCY COURT
Eastern District of Michigan

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle):

Groeb Farms, Inc.

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 8 years
(include married, maiden, and trade names):All Other Names used by the Joint Debtor in the last 8 years
(include married, maiden, and trade names):Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN
(if more than one, state all):**20-4289294**Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN
(if more than one, state all):

Street Address of Debtor (No. and Street, City, and State):

**10464 Bryan Hwy
Onstead, MI 49265-9551**

Street Address of Joint Debtor (No. and Street, City, and State):

ZIP CODE

ZIP CODE

County of Residence or of the Principal Place of Business:

Lenawee

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):

Mailing Address of Joint Debtor (if different from street address):

ZIP CODE

ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):

ZIP CODE

Type of Debtor
(Form of Organization)
(Check one box.)

- ☐ Individual (includes Joint Debtors)
See Exhibit D on page 2 of this form.
- ☒ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)

Nature of Business
(Check one box.)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☒ Other

**Chapter of Bankruptcy Code Under Which
the Petition is Filed (Check one box.)**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Chapter 15 Debtors

Country of debtor's center of main interests:

Each country in which a foreign proceeding by, regarding, or against debtor is pending:

Tax-Exempt Entity
(Check box, if applicable.)

- ☐ Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).

Nature of Debts
(Check one box.)

- ☐ Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
- ☒ Debts are primarily business debts.

Filing Fee (Check one box.)

- ☒ Full Filing Fee attached.
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Chapter 11 Debtors**Check one box:**

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☒ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter).

Check all applicable boxes:

- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information

- ☐ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

- ☐ 1-49 ☐ 50-99 ☐ 100-199 ☐ 200-999 ☒ 1,000-5,000 ☐ 5,001-10,000 ☐ 10,001-25,000 ☐ 25,001-50,000 ☐ 50,001-100,000 ☐ Over 100,000

Estimated Assets

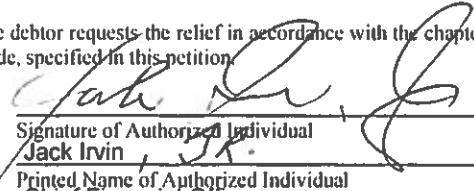
- ☐ \$0 to \$50,000 ☐ \$50,001 to \$100,000 ☐ \$100,001 to \$500,000 ☐ \$500,001 to \$1 million ☐ \$1,000,001 to \$10 million ☐ \$10,000,001 to \$50 million ☒ \$50,000,001 to \$100 million ☐ \$100,000,001 to \$500 million ☐ \$500,000,001 to \$1 billion ☐ More than \$1 billion

Estimated Liabilities

- ☐ \$0 to \$50,000 ☐ \$50,001 to \$100,000 ☐ \$100,001 to \$500,000 ☐ \$500,001 to \$1 million ☐ \$1,000,001 to \$10 million ☐ \$10,000,001 to \$50 million ☒ \$50,000,001 to \$100 million ☐ \$100,000,001 to \$500 million ☐ \$500,000,001 to \$1 billion ☐ More than \$1 billion

**THIS SPACE IS FOR
COURT USE ONLY**

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s):	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input type="checkbox"/> No.</p>			
<p style="text-align: center;">Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>			
<p style="text-align: center;">Information Regarding the Debtor - Venue (Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: center;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: center;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s)
Signatures	
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b). I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Debtor X _____ Signature of Joint Debtor _____ Telephone Number (if not represented by attorney) _____ Date	Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached. X _____ (Signature of Foreign Representative) _____ (Printed Name of Foreign Representative) _____ Date
Signature of Attorney* X <u>/s/ Judy A. O'Neill</u> Signature of Attorney for Debtor(s) <u>Judy A. O'Neill</u> Printed Name of Attorney for Debtor(s) <u>Foley & Lardner LLP</u> Firm Name <u>500 Woodward Ave., Suite 2700</u> <u>Detroit, MI 48226</u> Address <u>313-234-7100</u> Telephone Number <u>10/01/2013</u> Date *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.	Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached. _____ Printed Name and title, if any, of Bankruptcy Petition Preparer _____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____ Address X _____ Signature _____ Date Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above. Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual. If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. X  Signature of Authorized Individual <u>Jack Irvin</u> Printed Name of Authorized Individual <u>Chief Financial Officer</u> Title of Authorized Individual <u>10/01/2013</u> Date	

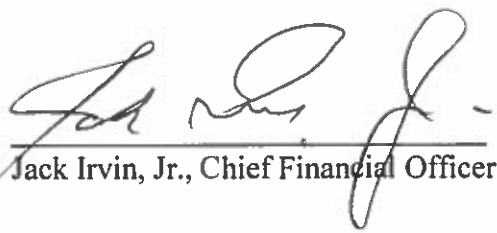
**THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In re:)	Chapter 11
GROEB FARMS, INC.)	Case No. 13-()
Debtor.)	Tax I.D. No. 38-2778390

LIST OF EQUITY SECURITY HOLDERS

I, Jack Irvin, Jr., Chief Financial Officer of Groeb Farms, Inc., the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing attached List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Dated: October 1, 2013



Jack Irvin, Jr., Chief Financial Officer

Registered Name of Holder of Security Last Known Address or Place of Business	Class
Craig S. Moore 8108 Waters Ave Savannah, GA 31406	Common Shares Series D
Joyce Darlene Schlachter 4425 Motorway Waterford, MI 48328	Common Shares Series D
Michael R. Modjeski 932 South Parkwood South Lyon, MI 48178	Common Shares Series D
Jack Irvin 717 Rusty Anchor Road #12 Ocean City, MD 21842	Common Shares Series D
Alison Tringale 115 Sumner Place Ct. Peachtree City, GA 30269	Common Shares Series D and Conv. Preferred Series C
Ernest L. Groeb 9707 Sheeler Rd. Onsted, MI 49265	Conv. Preferred Series B
Troy L. Groeb 11680 NE 14 th Ave. Anthony, FL 32617	Conv. Preferred Series B
Groeb Farms Partnership 9707 Sheeler Rd. Onsted, MI 49265	Conv. Preferred Series C
Joellen (Jodi) Sullivan 3062 Pleasant Hill Rd. Maumee, OH 43537	Conv. Preferred Series C
George W. Cawman, Jr. 10877 E. Falling Star Dr. Scottsdale, AZ 85262	Restricted Common Shares Series F, and Conv. Preferred Series A and C
Robert G. Bush 420 S. Washington St. Green Bay, WI 54301-4217	Restricted Common Shares Series F and Conv. Preferred Series C
Kim W. Jenkins Sunrich Foods, LLC 5850 Opus Parkway, Suite 150 Minnetonka, MN 55343	Restricted Common Shares Series F
Francis H. Barker 149 Twelve Oaks Lane Ponte Vedra Beach, FL 32082	Restricted Common Shares Series F and Conv. Preferred Series C
P. Kim Packard 716 Buttonbush Lane Naples, FL 34108	Restricted Common Shares Series F and Conv. Preferred Series C
J. William Petty, Trustee of Carolyn V. Petty 2000 Trust U/A/D 2/25/2000 26050 Osprey Nest Ct. Bonita Springs, FL 34134	Restricted Common Shares Series F and Conv. Preferred Series A and C

John C. Morley Evergreen Ventures, Ltd. 30195 Chagrin Blvd., Suite 210 N Cleveland, OH 44124-5703	Conv. Preferred Series A and C
Lanny A. Passaro Trust 175 East Delaware Place, Unit 8807 Chicago, IL 60611	Conv. Preferred Series A and C
Jack C. Meng 301 North Broadway, Suite 202 De Pere, WI 54115	Conv. Preferred Series A and C
Thomas R. Liebermann Advanced Systems International, Inc. 146 Hesperus Avenue Gloucester, MA 01930	Conv. Preferred Series A and C
Horizon Capital Partners III, L.P. 3838 Tamiami Trail N, Suite 408 Naples, FL 34103	Conv. Preferred Series A and C, Common Shares Series E, Junior Subordinate Note Warrants 'C' and 'G'
Marquette Capital Fund I, L.P. Attn: Bernice Hale 60 South 6 th Street, Suite 3510 Minneapolis, MN 55402	Conv. Preferred Series A and C, Junior Subordinate Note Warrants 'C' and 'G'
Argosy Investment Partners III, L.P. 950 West Valley Road, Suite 2900 Wayne, PA 19087	Conv. Preferred Series A and C, and Junior Subordinate Note Warrants 'C' and 'G'
Howard S. Goss 620 Orchard Lane Glencoe, IL 60022	Conv. Preferred Series A
Horizon Partners, Ltd. 3838 Tamiami Trail N., Suite 408 Naples, FL 34103	Common Shares Series E

UNITED STATES BANKRUPTCY COURT

In re Groeb Farms, Inc.
Debtor

Case No. _____

Chapter 11**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, state value of disputed or subject to setoff</i>	<i>Amount of claim [if secured also security]</i>

See Attached List

Date: October 1, 2013


Debtor
Jack Irvin, Jr., Chief Financial Officer of
Groeb Farms, Inc.

[Declaration as in Form 2]

**GROEB FARMS INC.
LIST OF 20 LARGEST UNSECURED CREDITORS**

	<i>Creditor Name and Address</i>	<i>Contact Name and Address</i>	<i>Nature of Claim</i>	<i>Contingent, Unliquidated, Disputed or Setoff</i>	<i>Amount of Claim (unsecured)</i>
1	Bees Brothers LLC 9130 S. Dadeland Blvd., Suite 1600 Miami, FL 33156	Bees Brothers LLC 9130 S. Dadeland Blvd., Suite 1600 Miami, FL 33156	Trade		\$1,982,593.28
2	Little Bee Impex Kashmir Apiaries Exports Thapar, Inc. DBA Ergogenic Nutrition World Food Basket Inc	LITTLE BEE IMPEX G.T.Road, Doraha- 141421 Distt. Ludhiana (Punjab) INDIA Kashmir Apiaries Exports NH 1 Doraha, PB 141421, India Ergogenic Nutrition 133 Nanterre St, Suite # 101 Danville, CA 94506 World Food Basket Inc. 2711 Centerville Road # 120 Wilmington, DE 19808		Contingent	\$1,785,000.00
3	Sunland Trading, Inc. 21 Locast Ave. New Canaan, CT 06840	Sunland Trading, Inc. 21 Locast Ave. New Canaan, CT 06840	Trade		\$1,723,931.03
4	JET 9707 Sheeler Road Onsted, MI 49265	JET 9707 Sheeler Road Onsted, MI 49265	Subdebt		\$1,553,353.30
5	Delta Food International Inc. 7056 Archibald Ave, Suite 102-158 Corona, CA 92880	Delta Food International Inc. 7056 Archibald Ave, Suite 102-158 Corona, CA 92880	Trade		\$1,443,443.55

6	Lamex 8500 Normandale Lake Blvd. Suite 1150 Bloomington, MN 55437	Lamex 8500 Normandale Lake Blvd. Suite 1150 Bloomington, MN 55437	Trade		\$1,422,657.72
7	Buoye Honey 11575 Walnut Road Redlands, CA 92374	Buoye Honey 11575 Walnut Road Redlands, CA 92374			\$786,205.55
8	Naiman Foods Jose Ubach Y Roca 1153 Parque Industrial General Belgrano E3106GDA Parana - Entre Rios Argentina	Naiman Foods Jose Ubach Y Roca 1153 Parque Industrial General Belgrano E3106GDA Parana - Entre Rios Argentina	Trade		\$659,308.67
9	Citrofruit Constitucion 405 PTE Monterrey, Nuevo Leon 64000 Mexico	Citrofruit Constitucion 405 PTE Monterrey, Nuevo Leon 64000 Mexico	Trade		\$534,497.40
10	Resurgance Corp. d/b/a E.F. Lane and Son (Olesanik Family Living Trust) 5100 Baggins Hill Rd. Templeton, CA 93485	Resurgance Corp. d/b/a E.F. Lane and Son (Olesanik Family Living Trust) 5100 Baggins Hills Rd. Templeton, CA 93485			\$533,803.86
11	Conex Trading Company, Inc. 585C Rio Grande Drive Grand Junction, CO 81501	Conex Trading Company, Inc. 585C Rio Grande Drive Grand Junction, CO 81501	Trade		\$328,455.20
12	Natural Honey Importers 4806 North Oaks Blvd. North Brunswick, NJ 08902	Natural Honey Importers 4806 North Oaks Blvd. North Brunswick, NJ 08902	Trade		\$326,286.02
13	Vicentin Saic Sucursal Uruguay Zonamerica Ruta 8 KM 17.500 EDIF. @3/OF. 105 91600	Vicentin Saic Sucursal Uruguay Zonamerica Ruta 8 KM 17.500 EDIF. @3/OF. 105 91600	Trade		\$311,580.60

	Montevideo, Uruguay	Montevideo, Uruguay			
14	Sarahimpex 969 Revere Dr. Hill Side, NJ 07205	Sarahimpex 969 Revere Dr. Hill Side, NJ 07205	Trade		\$279,337.98
15	BWB Honey 1298 Garnet Ave. Mentone, CA 92359	BWB Honey 1298 Garnet Ave. Mentone, CA 92359			\$258,372.98
16	Tony Lalonde Sales Prt 3-35-3 West of 3 Clavet, SK S0K 0Y0 Canada	Tony Lalonde Sales Prt 3-35-3 West of 3 Clavet, SK S0K 0Y0 Canada	Trade		\$179,176.20
17	Beelogic Enterprises 528 Roxie Lane Baker, MT 59313	Beelogic Enterprises 528 Roxie Lane Baker, MT 59313			\$178,675.75
18	Unipro Foodservice, Inc. 2500 Cumberland Pkwy SE Atlanta, GA 30384	Unipro Foodservice, Inc. 2500 Cumberland Pkwy SE Atlanta, GA 30384			\$170,596.16
19	Tricorbraun 12462 Collections Center Dr. Chicago, IL 60693	Tricorbraun 12462 Collections Center Dr. Chicago, IL 60693			\$154,899.19
20	Grupo Berhfer, S.A. De C.V. Priv. 22 No 2725 Zona Industrial Guadalajara, JAL 44940 Mexico	Grupo Berhfer, S.A. De C.V. Priv. 22 No 2725 Zona Industrial Guadalajara, JAL 44940 Mexico	Trade		\$153,084.33

Note: As discussed in the Debtor's Application to Employ Foley & Lardner LLP ("Foley"), Foley will waive its claim for unpaid fees and services upon Court approval.

**RESOLUTIONS ADOPTED BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
GROEB FARMS, INC.**

The undersigned, constituting all the members of the Board of Directors (the "Directors") of Groeb Farms, Inc. (the "Corporation"), hereby adopt the following resolutions as of September 11, 2013

WHEREAS, the Directors have considered the financial condition and circumstances of the Corporation, including without limitation the assets and liabilities of the Corporation and its operational performance; and

WHEREAS, the Directors have reviewed, considered and received the recommendations of the officers of the Corporation and the Corporation's professional advisors as to the relative risks and benefits of a bankruptcy proceeding; and

WHEREAS, the Directors have made the informed determination that there is no viable alternative to a bankruptcy proceeding, and that it is in the best interests of the Corporation and its members, creditors and other interested parties, to file a voluntary petition (the "Voluntary Petition") for relief under chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code").

1. Filing of Voluntary Petition

NOW, THEREFORE, BE IT RESOLVED, that the Directors hereby find, determine and conclude that it is desirable and in the best interests of the Corporation and its shareholders, creditors, and other interested parties that a Voluntary Petition seeking relief under the Bankruptcy Code be filed by the Corporation, and the filing of the Voluntary Petition is authorized hereby as and in the manner described below.

2. Appointment of Authorized Individuals

RESOLVED, that Rolf Richter and Jack Irvin, Jr. (the "Authorized Individuals") be, and hereby are, authorized on behalf of the Corporation to execute and verify the Voluntary Petition in the name of the Corporation under chapter 11 of the Bankruptcy Code, and to cause the same to be filed in a United States Bankruptcy Court in such form and at such time as the Authorized Individual executing the Voluntary Petition on behalf of the Corporation shall determine.

3. Actions by Authorized Individuals

RESOLVED, that the Directors hereby authorize and empower one or both of the Authorized Individuals to take such other actions at such times as he deems necessary, appropriate or desirable to cause the preparation and filing of the Voluntary Petition, schedules, statement of financial affairs, lists, affidavits, pleadings and other papers or documents, and to take any and all actions which he deems necessary or proper for and on behalf of the Corporation to obtain relief under the Bankruptcy Code, including without limitation depositing the executed

*RB
c-17*

Voluntary Petition, schedules, statement of financial affairs, lists, affidavits, pleadings and other papers or documents in the custody of the law firm of Foley & Lardner LLP ("Foley"), to be held in trust until such time as one or both of the Authorized Individuals instructs Foley, either orally or in writing, to file the Voluntary Petition and schedules, statement of financial affairs, lists, affidavits, pleadings and other papers or documents; and be it

FURTHER RESOLVED, that the Authorized Individuals be, and each of them hereby is, authorized and empowered on behalf of, and in the name of, the Corporation to take such actions as he deems necessary, appropriate, advisable or desirable to pursue and maximize the benefits of the Corporation's restructuring in chapter 11, including without limitation making arrangements for use of cash collateral and/or entering into arrangements for new financing, refinancing and debtor-in-possession financing, in such amounts, with such interest rates and with such maturities as one or both of the Authorized Individuals may determine in his sole discretion; and be it

FURTHER RESOLVED, that if a chapter 11 case is commenced, and after consultation with and subject to the approval of the Directors, the Authorized Individuals be, and each of them hereby is, authorized and empowered on behalf of, and in the name of, the Corporation to take such actions as he deems necessary, appropriate, advisable or desirable to pursue and maximize the benefits of the Corporation's restructuring in chapter 11, including without limitation: (a) pursuing and consummating any sale or sales of the Corporation's assets he deems necessary or appropriate and (b) developing, negotiating, confirming and performing under a bankruptcy plan of reorganization or liquidation, and negotiating, executing and delivering on behalf of the Corporation any and all agreements, instruments and related documents that, in the judgment and discretion of one or both of the Authorized Individuals are necessary, appropriate, advisable or desirable for pursuing and consummating such sale or sales of the Corporation's assets or for such development, negotiation and confirmation of, and performance under, such a bankruptcy plan of reorganization or liquidation, including without limitation executing asset purchase agreements, plans and related documents; and be it

FURTHER RESOLVED, that the Authorized Individuals be, and each of them hereby is authorized to employ the law firm of Foley as general bankruptcy counsel to the Corporation, and to represent and assist the Corporation in considering restructuring alternatives and in filing the Voluntary Petition under chapter 11 of the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and, in connection therewith, the Authorized Individuals are authorized and directed to pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Foley. In the event that Foley is not retained as general bankruptcy counsel, the Authorized Individuals are authorized to employ Foley as special counsel pursuant to Section 327(e) of the Bankruptcy Code to represent the Corporation with respect to: 1) the Debtor's sale transaction; (2) the treatment of the Putative Class Actions under the Plan; (3) the Debtor's ongoing compliance requirements resulting from the DPA; and (4) the Debtor's financing needs, including its DIP Credit Agreement, which is very similar to the Debtor's prepetition Credit Agreement; and (5) all other matters in which Foley's historical knowledge of the Debtor or its documents is essential or cost-effective for the Debtor, the Authorized Individuals are authorized and directed to pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Foley as special counsel; and be it

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FURTHER RESOLVED, that in the event Foley is not retained as general bankruptcy counsel to the Corporation, the Authorized Individuals be, and each of them hereby is, authorized to employ Carson Fischer, P.L.C. ("Carson") as general bankruptcy counsel to the Corporation, and to represent and assist the Corporation in considering restructuring alternatives and in filing the Voluntary Petition under chapter 11 of the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and, in connection therewith, the Authorized Individuals are authorized and directed to pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Carson. In the event Foley is retained as general bankruptcy counsel, the Authorized Individuals are authorized to employ Carson as special conflicts counsel pursuant to 327(e), the Authorized Individuals are authorized and directed to pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Carson as special counsel; and be it

FURTHER RESOLVED, that the Authorized Individuals be, and each of them hereby is, authorized to employ Conway MacKenzie ("CM") as financial advisor, to represent and assist the Corporation in considering restructuring alternatives and carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Individuals are, authorized to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and cause to be filed appropriate applications for authority to retain the services of CM; and be it

FURTHER RESOLVED, that the Authorized Individuals be, and each of them hereby is, authorized to employ Houlihan Lokey. ("Houlihan") as investment banker, to represent and assist the Corporation in considering restructuring alternatives and carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Individuals are, authorized to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and cause to be filed appropriate applications for authority to retain the services of Houlihan; and be it

FURTHER RESOLVED that the Authorized Individuals be, and each of them hereby is, authorized to employ any additional financial advisors, attorneys, or consultants to the Corporation as an Authorized Individual deems necessary, appropriate, advisable or desirable to represent and assist the Corporation in considering restructuring alternatives and carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Individual is, authorized to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and cause to be filed appropriate applications for authority to retain the services of such additional professionals; and be it

FURTHER RESOLVED, that the Authorized Individuals (and such Directors of the Corporation as the Authorized Individual may from time to time designate) be, and each of them hereby is, authorized and empowered, in the name of, and on behalf of the Corporation: (a) to take or cause to be taken any and all such other and further actions; (b) to do and perform, or cause to be done or performed, all such acts and things; (c) to negotiate, execute and deliver, or cause to be negotiated, executed or delivered, all such further papers, pleadings, documents and instruments of any type and description; and (d) to pay, or cause to be paid, any and all fees, charges and costs of any type or description, all of which may be, or may be deemed to be, necessary, appropriate, advisable or desirable to effect the purposes and intent of the foregoing

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resolutions, the necessity, propriety, advisability or desirability of which shall be conclusively evidenced by the Authorized Individuals' taking, or causing to be taken, any such action, doing and performing, or causing to be done or performed, any such act or thing, executing and delivering, or causing to be executed and delivered, any such papers, pleadings, documents or instruments, or paying, or causing to be paid, any such fees, charges and costs; and the execution by any of such officers of any such papers, pleadings, documents or instruments, or the doing by any of them of any act or thing in connection with any of the matters or things contemplated by, arising out of or in connection with, or otherwise relating in any manner whatsoever, the subject of the resolutions set forth above, shall conclusively establish their authority therefore from the Corporation and the approval and ratification by the Corporation of any and all papers, pleadings, documents and instruments so executed and delivered, and any and all action so taken, done or performed.

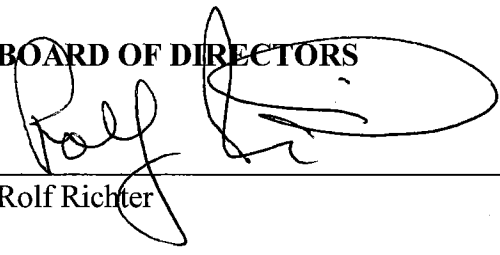
4. Prior Related Acts

RESOLVED, that all of the acts and transactions of the Authorized Individuals relating to matters contemplated by the foregoing resolutions, taken in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

[signatures on next page]

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BOARD OF DIRECTORS



Rolf Richter

Michael Bailey

Tom Jenkins

BOARD OF DIRECTORS

Rolf Richter



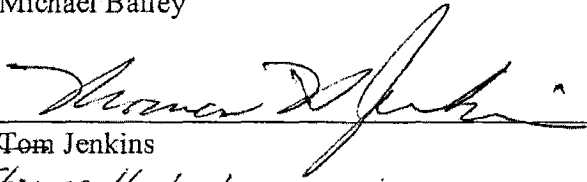
Michael Bailey

Tom Jenkins

BOARD OF DIRECTORS

Rolf Richter

Michael Bailey



Tom Jenkins
Thomas H. Jenkins

**THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In re:)	Chapter 11
GROEB FARMS, INC.)	Case No. 13-()
Debtor.)	Tax I.D. No. 38-2778390

LIST OF CREDITORS

I, Jack Irvin, Jr., Chief Financial Officer of Groeb Farms, Inc., the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing attached List of Creditors and that it is true and correct to the best of my information and belief.

Dated: October 1, 2013



Jack Irvin, Jr., Chief Financial Officer