

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

In re:)	
)	Chapter 11
GROEB FARMS, INC.)	Case No. 13-58200
)	
Debtor.)	Honorable Walter Shapero

**DEBTOR'S FIRST DAY MOTION FOR AN ORDER ESTABLISHING BAR DATE FOR
FILING PROOFS OF CLAIM, INCLUDING 503(b)(9) CLAIMS AND APPROVING
FORM AND MANNER OF NOTICE THEREOF**

Groeb Farms, Inc., as debtor and debtor-in-possession (the “Debtor”), by and through its proposed counsel, Foley & Lardner LLP, hereby moves the Court (this “Motion”) for entry of an order: (i) establishing the date by which general creditors must file proofs of claim, including claims arising under Section 503(b)(9) of the Bankruptcy Code (so that they are actually received by such date) in this chapter 11 case as November 4, 2013 (the “General Bar Date”); (ii) establishing the date by which governmental creditors must file proofs of claim (so that they are actually received by such date) in this chapter 11 case as March 31, 2014 (the “Governmental Bar Date” and collectively with the General Bar Date, the “Bar Dates”) and (iii) approving the form and manner of notice of the Bar Dates. In support of this Motion, the Debtor relies on the Declaration of Jack Irvin, Jr. the Chief Financial Officer of the Debtor in Support of Chapter 11 Petitions and First Day Orders filed contemporaneously herewith (the “Irvin Declaration”)¹. In further support of this Motion, the Debtor respectfully represents as follows:

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them as set forth in the Irvin Declaration.



Jurisdiction

1. This Court has jurisdiction to hear the Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. Sections 501 and 503(b)(9) of title 11 of the United States Code (the “Bankruptcy Code”) and Federal Rules of Bankruptcy Procedure 2002 and 3003 authorize the relief requested in this Motion.

Background

2. On the date hereof (the “Petition Date”), the Debtor filed a petition for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Eastern District of Michigan. The Debtor intends to continue in possession of its property and to manage its business as debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed and no committees have been appointed or designated in the Debtor’s chapter 11 case.

3. The Debtor was formed in 1981 and is the country’s leading processor and packager of honey for food manufacturers, food service companies, and retail customers.

4. The Debtor is headquartered in Onsted, Michigan. The Debtor also operates a honey processing facility in San Bernardino, California, and maintains a testing lab in Belleview, Florida.

5. The Debtor has approximately 76 full time employees, 8 contractors hired through staffing services, and 4 part time employees. Approximately 47 of the employees are in Michigan, 25 are in California, 2 are in Georgia, and 2 are in Florida. For the fiscal year ended

December 31, 2012 the Debtor had net sales from continuing operations of approximately \$137.8 million.

6. In 2001, the Government imposed anti-dumping duties on honey imported from China. After the institution of these duties, the honey industry increasingly imported honey whose country of origin was identified to the buyers as Asian nations such as Vietnam, Malaysia, and Indonesia. When imports identified with a Chinese country of origin fell, the Government began to investigate the honey industry and the possibility that honey was being transshipped (i.e. shipped through a second country to conceal its origins) and/or mislabeled to avoid the anti-dumping duties. Beginning in 2007, the U.S. Department of Justice (“DOJ”) brought the first of several cases in different districts alleging that U.S. honey packers had imported transshipped honey. In 2008, the Debtor received a grand jury subpoena seeking information relating to the investigation of its industry.

7. Following an extensive DOJ investigation, in February 2013, the Debtor entered into a deferred prosecution agreement (the “DPA”) with the DOJ as a global resolution for the Debtor. The agreement required the Debtor to: (1) accept and acknowledge responsibility for historical purchases of transshipped honey; (2) continue cooperating with the government’s ongoing investigation for two years; (3) pay a \$2 million fine; (4) dispose of any and all Chinese-origin honey in its possession which entered the country in contradiction to the duty requirements and (5) cease selling any of its finished goods containing such Chinese honey. The agreement further required the Debtor to continue ongoing compliance programs and remediation measures. The DPA acknowledged that two former, unnamed executives had misled the Debtor’s board, the Debtor’s customers and the public.

8. Both before and after execution of the DPA, the Debtor took a number of steps to remediate issues regarding potentially transshipped honey. In January 2012, the Debtor retained Foley & Lardner LLP to conduct an internal investigation. In January 2012, the Debtor also began revising its policies and procedures relating to the procurement of honey overseas. In February 2012, the Debtor named a new interim president and relieved its then-current CEO from his operating responsibilities. In June 2012, the Debtor agreed to a separation agreement with such CEO and stripped the then-current vice president of operations of all purchasing responsibility and subsequently terminated him. The Debtor hired a new full time president and CEO, Rolf Richter, effective June 27, 2012. The Debtor also licensed software to facilitate verification of container numbers and countries of origin for the honey that the Debtor purchases. The Debtor continues to carry BRC certification at each of its plants, which is a globally recognized food safety, quality and audit program subject to stringent audit testing by third parties. The Debtor also has strengthened its supplier audit program and reinvigorated lab testing procedures at its state-of the-art lab testing facility in Florida. In October 2012, the Debtor hired John Wolf as its Vice President of Supply Chain and Management, to further enhance supply management and compliance. Mr. Wolf has a long history of experience in the food industry, including 24 years with Kellogg's.

9. As a result of the foregoing measures, the Debtor has robust policies and procedures in place relating to the purchase of honey to avoid international duty issues in the future. The Debtor also provides compliance training to all of its employees.

10. The Debtor had hoped that the DPA would enable the Debtor to have a fresh start with new executives and a new compliance program. However, in April 2013, just two months after the DPA was finalized, two civil putative class action lawsuits were filed against the Debtor

in the United States District Court for the Northern District of Illinois by producers, packers and/or distributors of honey. In *Adee Honey Farms, et al v. Groeb Farms, et al.*, Case No. 1:13-cv-02922 (the “Adee Lawsuit”), the putative class alleges violations of the Racketeer Influenced and Corrupt Organizations Act (“RICO”) and Lanham Act. In *Moore’s Honey Farm, et al. v. Groeb Farms, Inc., et al.*, Case No. 1:13-cv-02905 (the “Moore Lawsuit”, and collectively with the Adee Lawsuit, the “Putative Class Actions”), the putative class alleges violations of RICO and common law fraud, negligent misrepresentations, conspiracy, and clandestine wrongful importation without paying the anti-dumping duties. On June 24, 2013, the Putative Class Actions were consolidated (hereinafter, the “Putative Class Action”) by Order of the Court handling the Moore Lawsuit (the “Consolidation Order”). An Amended Complaint must be filed pursuant to the Consolidation Order on or before October 21, 2013. The Putative Class Action is based on the factual statements contained in the DPA and claims the class members were harmed by the Debtor and other defendants’ purchases of transshipped honey. While none of the claims make a specific demand, RICO and Lanham Act cases carry a potential for treble damages and attorneys’ fees.

11. As a result of the DPA, and the costs associated with it, including: (1) the \$2,000,000 fine; (2) the legal fees; (3) the costs of the compliance programs; and (4) the costs incurred in recruiting and hiring new, experienced executives, the Debtor has incurred significant unanticipated expenses.

12. Although the Debtor has significant defenses to the allegations in the Putative Class Action, the fine, the attorneys’ fees and litigation and other expenses have severely strained, and would continue to severely strain, the Debtor’s liquidity. In addition, despite the fact that the putative classes have not been certified, the mere existence of these lawsuits

negatively affects the value of the Debtor outside of a bankruptcy proceeding and impedes potential buyers from purchasing the company at a maximized value to resolve the Debtor's financial issues.

13. In addition, increased prices in the honey market and supply shortages have had a negative impact on the Debtor. In late 2010, the Debtor had contracts with certain suppliers to purchase substantial amounts of honey at agreed-upon prices, while the honey market was experiencing significant price increases. However, these suppliers failed to deliver the product to the Debtor. As a result, the Debtor was forced to re-enter the honey market to buy replacement product at a time when, on a global basis, prices were increasing and the supply of honey was decreasing. The Debtor has initiated legal action against certain suppliers in order to receive the contracted honey. These issues have put further pressure on the Debtor's financial condition.

14. As a result of the foregoing and various other factors, the Debtor defaulted under its Credit Agreement with Wells Fargo Bank, N.A. ("Wells"). As a result, Wells began to exercise its rights and remedies, including without limitation: (a) imposing a \$750,000 reserve in borrowing on July 23, 2013; and (b) reducing or limiting the Debtor's available credit. These actions significantly reduced the Debtor's available cash, rendering it unable to buy necessary raw honey needed in the operation of its business.

15. On or about July 24, 2013, the Debtor hired Houlihan Lokey Capital, Inc. ("Houlihan") to assist with the assessment and implementation of strategic alternatives. Thereafter, Houlihan undertook an extensive marketing effort, including reaching out to 165 potentially interested parties, including strategic and financial buyers and capital providers. Houlihan secured Confidentiality Agreements from 75 parties and submitted a Confidential

Information Memorandum to those parties. As part of the marketing process, Houlihan requested the submission of Indications of Interest (“IOIs”) on or before September 18, 2013.

16. The Debtor received eight written IOIs, including a proposal from Honey Financing Company, LLC (“Honey Financing”), an affiliate of Peak Rock Capital, to restructure the obligations of the Debtor and acquire the equity of the reorganized Debtor pursuant to the chapter 11 Plan of Reorganization (the “Plan”) filed contemporaneously herewith. After reviewing the IOIs, the Debtor determined that the proposal from Honey Financing was the best overall offer based on the following factors, among others: (1) the Debtor’s financing needs and lending arrangements; (2) the speed and certainty of closing the transaction; and (3) the total overall value to be provided to all stakeholders as a result of the transaction. Therefore, the Debtor elected to pursue the transaction with Honey Financing. The Debtor entered into the Restructuring Support Agreement in connection with the offer (the “Honey Financing RSA”).

17. Also on September 18, 2013, HC Capital Holding 0909A (“HC”), an affiliate of Honey Financing, purchased the Wells debt, and became the Debtor’s senior secured lender.

18. In order to further bolster its restructuring efforts, the Debtor executed a Restructuring Support Agreement with its senior subordinated debt holders, Argosy Investment Partners II, L.P, and Marquette Capital Fund I, LP (the “Senior Subordinated Debt RSA”).

19. The Debtor has also entered into a Restructuring Support Agreement with the interim class action co-lead counsel in the Putative Class Action (the “Putative Class Action RSA” and collectively with the Honey Financing RSA and the Senior Subordinated Debt RSA, the “RSAs”).

20. The Debtor filed this chapter 11 case in order to affect the restructuring transaction as defined in the RSAs.

21. Additional factual background relating to the Debtor, including its corporate structure, business operations, the circumstances leading to the filing of the chapter 11 case, the Restructuring Agreement and the Debtor's existing indebtedness, is set forth in detail in the Irvin Declaration, filed concurrently herewith and fully incorporated herein by reference.

Relief Requested

22. The Debtor requires complete and accurate information regarding the nature, validity, amount and status of all general unsecured claims ("General Claims")² against the Debtor that will be asserted in this chapter 11 case. The Debtor requires this information in the near term consistent with its proposed chapter 11 plan process. Consequently, the Debtor requests that, pursuant to Bankruptcy Rule 3003(c)(3), the Court establish the General Bar Date as **November 4, 2013**, and the Governmental Bar Date as **March 31, 2014**.

Basis for Relief Requested

A. Creditors Who Must File Proofs of Claim

23. Bankruptcy Rule 3003(c)(3) requires that the Court fix a time within which proofs of claim must be filed. Bankruptcy Rule 2002(a)(7) requires 21 days' notice of the date fixed pursuant to Bankruptcy Rule 3003(c)(3). Local Rule 3003-1 establishes a Bar Date which is 90 days after the Section 341 Meeting of Creditors in cases where the Court does not otherwise set a bar date. Due to the timeline needed for the Debtor to fulfill the requirements of the RSAs, Debtor respectfully requests that the Court set the General Bar Date by which such creditors and interest holders must file proofs of claim (so that they are actually received by such date) as November 4, 2013, 35 days after the Petition Date, contingent upon the Debtor filings its Schedules and Statement of Financial Affairs by October 14, 2013 (the "Schedule Filing Date").

² The term "Claim" as used herein, has the meaning ascribed to it in § 101(5) of the Bankruptcy Code.

24. Once established, the General Bar Date will be the date by which any entity (“Entity”)³ holding prepetition Claims against the Debtor must file proofs of claim. Except as provided below, the General Bar Date will apply to all Entities holding Claims against the Debtor (whether secured, priority or unsecured) that arose prior to the Petition Date, including, without limitation, any creditors whose claims arise under section 503(b)(9) of the Bankruptcy Code, and creditors whose Claims against the Debtor arise out of the rejection of executory contracts or unexpired leases prior to the entry of the order establishing the General Bar Date (the “Bar Date Order”).

25. The General Bar Date applies to all prepetition Claims asserted by any Entity, except that the following Entities do not need to file proofs of claim by the General Bar Date:

- a. Entities that have already filed with the Court proofs of claim against the Debtor;
- b. Entities (i) whose Claims against the Debtor are listed in the Schedules and are not listed as “disputed,” “contingent” or “unliquidated” in the Schedules and (ii) who agree with the nature, classification and amount of such Claims as set forth in the Schedules; and
- c. Entities whose Claims against the Debtor have previously been allowed by, or paid pursuant to an order of this Court.
- d. Governmental units asserting pre-petition claims against the Debtor.

26. The Debtor also proposes that the filing of a proof of claim, together with supporting documentation, be deemed to satisfy the procedural requirements of Section 503(b)(9) (which despite their administrative priority status, are pre-petition claims), and that

³ The term “Entity” as used herein, has the meaning ascribed to it in § 101(15) of the Bankruptcy Code.

parties who believe they hold claims under Section 503(b)(9) be required to submit a proof of claim for such 503(b)(9) claims rather than asserting such claims through the filing of motions.

27. Pursuant to Section 502(b)(9), the bar date for any claims held by a governmental unit shall be 180 days after Petition Date. Therefore, the Debtor requests that this Court set the Governmental Bar Date as March 31, 2014.

28. The Debtor also proposes to send a notice to all known claimants after the Schedule Filing Date, notifying them that the filing occurred, and informing them of how they may review the Schedules and Statement of Financial Affairs (the “Schedule Filing Notice”).

29. The Debtor further proposes that it shall retain the right to (a) dispute or assert offsets or defenses against any filed Claim or any Claim listed or reflected in the Schedules as to nature, amount, liability, classification or otherwise or (b) subsequently designate any Claim as disputed, contingent or unliquidated; *provided, however*, that if the Debtor amends the Schedules to adversely change or alter a scheduled Claim against the Debtor in any way, then the affected claimant shall have until the Amended Schedule Bar Date (30 days from the date that notice of the amendment is served on the claimant) to file a proof of claim or to amend any previously filed proof of claim with respect to such amended scheduled Claims.

B. Effect of Failure to File Proofs of Claim

30. The Debtor proposes that, pursuant to Bankruptcy Rule 3003(c)(2), any Entity that is required to file a proof of claim in this chapter 11 case (pursuant to the Bankruptcy Code, the Bankruptcy Rules or the Bar Date Order) with respect to a particular Claim against the Debtor, but fails to do so in a timely manner, shall be forever barred, estopped and enjoined from: (a) asserting any Claim against the Debtor that such Entity has that (i) is in an amount that exceeds the amount, if any, that is set forth in the Schedules as undisputed, noncontingent and liquidated, or (ii) is of a different nature or in a different classification (any such Claim being

referred to as an “Unscheduled Claim”); and (b) voting upon, or receiving distributions under, any plan of reorganization in these chapter 11 cases with respect to such Unscheduled Claim.

C. Procedures for Providing Notice of Bar Date and Filing Proofs of Claim

31. The Debtor has filed a motion to engage Kurtzman Carson Consultants LLC (“KCC”) as its claim and noticing agent in this case.

32. The Debtor proposes to serve on all known Entities holding potential Prepetition Claims: (a) notice of Bar Dates substantially in the form of the notice attached hereto as Exhibit 6-A (the “Bar Date Notice”); (b) a proof of claim form (the “Proof of Claim Form”) substantially in the form of Official Form No. 10, as modified in certain limited respects to accommodate the claims process in this case, together with instructions on completing the Proof of Claim Form substantially in the form accompanying Official Form No. 10 (the “Instructions”) as attached hereto as Exhibit 6-B; and (c) the Schedule Filing Notice, attached hereto as Exhibit 6-C after the Schedule Filing Date. The Bar Date Notice, the Proof of Claim Form and the Instructions are collectively referred to as the “Notice Package.”

33. Potential claims against the Debtor may exist that the Debtor is unable to identify or of which the Debtor is unaware. Such potential unknown claims may include, for example: (a) claims of trade vendors that failed to submit invoices to the Debtor; (b) claims of former employees; (c) claims of entities with potential unasserted causes of action against the Debtor; (d) potential class members with respect to the Putative Class Action; and (e) claims that are not recorded on the Debtor’s books and records for various reasons. Accordingly the Debtor believes that it is necessary to provide notice of the General Bar Date to entities whose names and addresses are unknown to the Debtor. Therefore, pursuant to Bankruptcy Rule 2002(l), the Debtor requests authority to publish a notice of the Bar Date (the “Publication Notice”) attached hereto as Exhibit 6-D, by October 10, 2013, or as soon thereafter as is practicable, in the national

edition of *The Wall Street Journal-National Edition* and in *The Detroit Free Press*. The Debtor requests that the Court approve such notice as adequate and proper under Bankruptcy Rules 2002 and 3003.

34. The Bar Date Notice states, among other things, that proofs of claim must be actually received by KCC prior to or on the General Bar Date or the Governmental Bar Date, as applicable. The Debtor intends to have KCC mail the Notice Package by first class U.S. mail, postage prepaid, to all known potential claimants as soon as practicable after the entry of the Bar Date Order. All known creditors and potential claimants will receive at least 21 days' notice of the Bar Dates, as required under Bankruptcy Rule 2002(a)(7).

35. For any proof of claim to be validly and properly filed, a signed original of the completed Proof of Claim Form, together with accompanying documentation, must be actually received by KCC at the address set forth on the Bar Date Notice no later than 4:00 p.m., prevailing Pacific Time, on the General Bar Date or the Governmental Bar Date, as applicable. Creditors are permitted to submit proofs of claim in person or by courier service, hand delivery, by mail. Debtor proposes that facsimile submissions not be permitted. Proofs of claim shall be deemed filed when actually received by KCC. If a creditor wishes to receive acknowledgment of receipt of such creditor's proof of claim, such creditor must submit a copy of the proof of claim and a self-addressed stamped envelope.

36. Establishing the General Bar Date and the Governmental Bar Date, as described above, in this case will provide creditors with ample time after the date of the mailing of the Bar Date Notice within which to review the Schedules and, if necessary, prepare and file a Proof of Claim Form.

D. Authority for Bar Date Notice Procedures

37. The Debtor submits that the relief requested herein provides clear and sufficient notice to all potential claimants of the General Bar Date, their obligation to file a proof of claim, and the consequences of failing to file such proof of claim. Rule 2002(a)(7) requires 21 days' notice of any deadline to file proofs of claim, and the General Bar Date proposed by the Debtor provides significantly more advance notice than required by such rule. Furthermore, the Debtor expects to file its Schedules and Statement of Financial Affairs by October 14, 2013. Therefore, claimants will have ample time to review the Schedules and Statement of Financial Affairs to determine if they are obligated to file a proof of claim. Furthermore, the Debtor will direct KCC to send the Schedule Filing Notice to all known claimants. As such, the Debtor submits that this relief complies with the applicable Bankruptcy Rules.

38. Through the procedures outlined in this Motion, the Debtor will provide notice to both its known and unknown creditors, in a manner which is appropriate for each. The Debtor's known creditors will receive the Notice Package in the mail at the address which they have previously provided the Debtor during the course of their business dealings. The Debtor will rely on the Publication Notice to give notice to unknown creditors. This procedure is consistent with applicable case law and the practice in this District. *See e.g., In re Talon Automotive Group, Inc.*, 284 B.R. 622, 625 (Bankr. E.D. Mich. 2002) (differentiating between the direct notice required for known creditors and the sufficiency of publication notice for unknown creditors).

39. Furthermore, such relief is common in other cases in the District. *See e.g., In re Energy Conversion Devices, Inc.*, Case No. 12-43166; *In re Greektown Holdings, LLC*, Case No. 08-53104.

Reservation of Rights

40. Nothing set forth herein shall preclude the Debtor from objecting to any Claim, whether scheduled or filed, on any grounds.

Notice

41. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the Eastern District of Michigan; (b) the secured creditors of the Debtor and their counsel; and (c) the twenty (20) largest unsecured creditors of the Debtor. The Debtor submits that in light of the nature of the relief requested, no further notice is required. This Motion has been submitted on an expedited basis because of the numerous matters to be considered by the Court during the initial period of these cases regarding the administration and the post-petition operations of the Debtor.

No Prior Request

42. No previous request for relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtor respectfully requests that the Court enter an order substantially in the form attached hereto as Exhibit 1 (i) establishing the General Bar Date and Governmental Bar Date as described above, pursuant to § 501 of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) as provided herein; (ii) approving the form and manner of providing the Bar Date Notice, pursuant to Bankruptcy Rules 2002(a)(7) and 2002(l); and (iii) granting such other and further relief as the Court may deem proper.

Dated: October 1, 2013
Detroit, Michigan

FOLEY & LARDNER LLP

/s/ Judy A. O'Neill

Judy A. O'Neill (P32142)

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*Proposed Counsel for the Debtor and Debtor in
Possession*

EXHIBIT 1

Proposed Order

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

In re:

GROEB FARMS, INC.,

Debtor.

Case No. 13-52800

Honorable Walter Shapero

Chapter 11

**FIRST DAY ORDER ESTABLISHING BAR DATE FOR FILING
PROOFS OF CLAIM, INCLUDING 503(B)(9) CLAIMS, AND
APPROVING FORM AND MANNER OF NOTICE THEREOF**

This matter coming before the Court on the Motion of the Debtor and Debtor in Possession for an Order Establishing Bar Date for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof (the “Motion”); the Court having reviewed the Motion and all related pleadings and having heard the statements of counsel with respect to the relief requested in the Motion at a hearing, if any, before the Court (the “Hearing”); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (c) notice of the Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing, if any, establish good cause for the relief granted herein;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.
2. The Motion is GRANTED in its entirety.

3. The Bar Date Notice (attached to the Motion as Exhibit 6-A) and the Proof of Claim Form substantially in the form of Official Form No. 10 with slight modifications and Instructions (attached to the Motion as Exhibit 6-B) and the manner of providing notice of the General Bar Date and Governmental Bar Date proposed in the Motion, are approved.

4. Except as provided in Paragraphs 5 through 7 of this Order, the General Bar Date is hereby established as November 4, 2013, contingent upon the Debtor filing its Schedules and Statements of Financial Affairs on or before October 15, 2013, and the Governmental Bar Date is hereby established as March 31, 2014. All Entities holding a pre-petition Claim or interest (except as set forth in Paragraphs 5 and 6 below), including any claims under Section 503(b)(9) of the Bankruptcy Code, must file a proof of claim so that such proof of claim is received by the KCC no later than 4:00 p.m., Pacific Time, on the General Bar Date or the Governmental Bar Date as Applicable. Parties holding claims under Section 503(b)(9) of the Bankruptcy Code shall not file motions requesting approval of such claims (and any such motions shall not be heard by the Court), but rather such claimants must file a proof of claim for such 503(b)(9) claims in accordance with the procedures set forth in this order. For any proof of claim to be validly and properly filed, a signed original of the completed Proof of Claim Form, together with accompanying documentation, must be timely delivered to KCC in person or by courier, hand delivery or in accordance with this Order and the Bar Date Notice. **Facsimile submissions will not be accepted.** Proofs of claim shall be deemed filed when actually received by KCC. The holder of any claim or interest required to be filed pursuant to the provisions of this Order and not filed on or before the applicable bar date, shall not be treated as a creditor or interest holder with respect to any claim or interest.

5. The following Entities are not required to file a proof of claim in these chapter 11 cases with respect to a Claim against the Debtor: (a) Entities who or which have already properly filed a proof of claim against the Debtor with respect to such Claim; (b) Entities whose Claims are listed in the Schedules and are not listed as “disputed,” “contingent” or “unliquidated” in the Schedules and who agree with the nature, classification and amount of their Claims as set forth in the Schedules; and (c) Entities whose Claims have previously been allowed by, or paid pursuant to, an order of this Court.

6. Governmental entities are not bound by the General Bar Date pursuant to Section 502(b)(9) of the Bankruptcy Code. Pursuant to Section 502(b)(9), the bar date for claims by a governmental unit shall be March 31, 2014.

7. If, subsequent to the mailing of the Bar Date Notice, the Debtor amends the Schedules to adversely change or alter a Claim against the Debtor in any way, then the affected claimant shall have the later of the General Bar Date or 30 days from the date of service of notice thereof to file a proof of claim or to amend any previously filed proof of claim with respect to such amended scheduled Claim (the “Amended Schedule Bar Date”).

8. The Debtor shall retain the right to (a) dispute or assert offsets or defenses against any filed Claim or any Claim listed or reflected in the Schedules (or which may subsequently be listed in any Schedules for any subsidiary or affiliate for which such proof of claim is deemed filed) as to nature, amount, liability, classification or otherwise; or (b) subsequently designate any Claim as disputed, contingent or unliquidated; *provided, however*, that if the Debtor amends the Schedules to adversely change or alter a scheduled Claim or interest against the Debtor in any way, then the affected claimant shall have until 4:00 p.m. prevailing Pacific Time, on the

Amended Schedule Bar Date by which KCC must actually receive a proof of claim with respect to such amended scheduled Claim.

9. Any Entity that is required to file a proof of claim in this chapter 11 case (pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order) with respect to a particular Claim against the Debtor, but that fails to do so in a timely manner, shall be forever barred, estopped and enjoined from: (a) asserting any interest in the Debtor or any Claim against the Debtor that such Entity has that (i) is an amount that exceeds the amount, if any, that is set forth in the Schedules as undisputed, noncontingent and liquidated or (ii) is of a different nature or in a different classification (any such Claim being referred to as an “Unscheduled Claim”); and (b) voting upon, or receiving distributions under, any plan or plans of reorganization in these cases in respect to such claim or interest or to an Unscheduled Claim.

10. The Debtor shall serve on all known Entities holding potential Interests or Prepetition Claims: (a) the Bar Date Notice, substantially in the form (attached to the Motion as Exhibit 6-A); (b) a Proof of Claim Form, substantially in the form of Official Form No. 10 and instructions on completing the Proof of Claim Form, substantially in the form accompanying Official Form No. 10 (attached to the Motion as Exhibit 6-B); and (c) with respect to Claims scheduled as disputed, contingent or unliquidated the Rule 1007-1(c) Notice (to the extent not already given) (collectively, the “Notice Package”).

11. The Notice Package shall be mailed by first class U.S. Mail, postage prepaid, to all known potential claimants not less than 21 days before the General Bar Date, established as provided herein.

12. If the Debtor files its Schedules and Statement of Financial Affairs on or before October 15, 2013, the Debtor shall send the Schedule Filing Notice (attached to the Motion as Exhibit 6-C) as soon as practicable after the Schedule Filing Date.

13. The Debtor shall publish a notice of the Bar Dates (the “Publication Notice”) (attached to the Motion as Exhibit 6-D), by October 10, 2013, or as soon thereafter as is practicable, in the national edition of *The Wall Street Journal – National Edition* and *The Detroit Free Press*. Such publication shall be and is hereby deemed to be sufficient under all applicable law and notice provided through such publication shall be binding on all unknown creditors or interest holders.

14. Nothing set forth herein or in the Motion shall preclude the Debtor from objecting to any Claim, whether scheduled or filed, on any grounds.

15. The notice procedures provided for herein and in the Motion constitute sufficient notice to all creditors and interest holders of the General Bar Date and the Governmental Bar Date, and comply with all applicable provisions of the Bankruptcy Code and Bankruptcy Rules.

16. Notwithstanding any applicability of Bankruptcy Rules 6004(g), 7062, or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

17. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rules 4001(d) and 6004(a) are waived.

EXHIBIT 2

Notice of Motion and Opportunity to Object

Not Applicable

EXHIBIT 3

Brief

Not Applicable

EXHIBIT 4

Certificate of Service

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

_____)	
In re:)	Chapter 11
)	
GROEB FARMS, INC.)	Case No. 13-58200
)	
Debtor.)	Honorable Walter Shapero
_____)	

CERTIFICATE OF SERVICE

The Debtor has engaged a Noticing Agent, which will serve this Motion and file a subsequent Proof of Service after it has performed the service.

Dated: October 1, 2013
Detroit, Michigan

FOLEY & LARDNER LLP

/s/ Judy A. O'Neill
Judy A. O'Neill (P32142)
John A. Simon (P61866)
Tamar N. Dolcourt (P73425)
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(313) 234-7100 (Telephone)
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*Proposed Counsel for the Debtor and Debtor
in Possession*

EXHIBIT 5

Affidavit

Not Applicable

EXHIBIT 6-A

(BAR DATE NOTICE)

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

In re:

GROEB FARMS, INC.,

Debtor.

Case No.

Hon.

Chapter 11

NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM OR INTEREST

PLEASE TAKE NOTICE that on [_____, 2013], (the “Order Date”), the United States Bankruptcy Court for the Eastern District of Michigan (the “Court”) entered an order (the “Bar Date Order”) establishing **November 4, 2013**, as the general claims bar date (the “General Bar Date”) in this case, contingent upon the Debtor filing its Schedules and Statement of Financial Affairs on or before October 15, 2013. The Court has entered an Order establishing **March 31, 2014** as the governmental bar date in this case (the “Governmental Bar Date”). Except as described below, the Bar Date Order requires all Entities, as defined in § 101(15) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”), including persons, corporations, partnerships, estates, trusts, and the United States Trustee, that have or assert any pre-petition Claims (as defined herein) against or interests in the Debtor, including any claims arising under Section 503(b)(9) of the Bankruptcy Code, to file a proof of claim, so that such proof of claim is received by Kurtzman Carson Consultants, LLC (“KCC”) on or before 4:00 p.m., Pacific Time, on **November 4, 2013** or **March 31, 2014**, as applicable. For your convenience, enclosed with this Notice is a copy of the proof of claim form, and instructions on completing it.

ENTITIES WHO OR WHICH MUST FILE A PROOF OF CLAIM

Pursuant to the Bar Date Order, all Entities holding Claims against the Debtor (whether secured, priority or unsecured), including any claims under Section 503(b)(9) of the Bankruptcy Code, that arose prior to October 1, 2013, are required to file proofs of claim by the General Bar Date, including, without limitation, creditors whose Claims against the Debtor arise out of the rejection of executory contracts or unexpired leases by the Debtor prior to the entry of the order establishing the General Bar Date. All governmental units holding Claims against the Debtor that arose prior to October 1, 2013, are required to file proofs of claim by the Governmental Bar Date.

If, subsequent to the mailing of this Notice, the Debtor amends the Schedules to adversely change or alter a Claim against the Debtor in any way, then the affected claimant shall have 30 days from the date of service of notice thereof to file a proof of claim or to amend any

previously filed proof of claim with respect to such amended scheduled claim (the “Amended Schedule Bar Date”).

CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM

Any Entity that is required to file a proof of claim, but that fails to do so in a timely manner, will be forever barred, estopped and enjoined from: (i) asserting any Claim against the Debtor that such Person has that (a) is an amount that exceeds the amount, if any, that is set forth in the Schedules as undisputed, noncontingent and liquidated or (b) is of a different nature or in a different classification (any such Claim being referred to as an “Unscheduled Claim”) than that listed in the Schedules; and (iii) voting upon, or receiving distributions under, any plan of reorganization in this case with respect to an Unscheduled Claim. If it is unclear from the Schedules whether your Claim is disputed, contingent or unliquidated as to the amount or is otherwise properly scheduled and classified, you must file a proof of claim on or before the General Bar Date, or the Governmental Bar date, as applicable.

RESERVATION OF RIGHTS

The Debtor reserves the right to dispute, or to assert offsets or defenses against any filed Claim or any Claim listed or reflected in the Schedules as to nature, amount, liability, nature, classification or otherwise. Nothing in this Notice shall preclude the Debtor from objecting to any Claim, whether scheduled or filed, on any grounds.

NOTICE OF FILING FO THE DEBTOR’S SCHEDULES AND STATEMENT OF FINANCIAL AFFAIRS

The General Bar Date of November 4, 2013, is set contingent upon the Debtor filings its Schedules and Statement of Financial Affairs on or before October 14, 2013. You will receive a separate notice when the Schedules and Statement of Financial Affairs are filed.

TIME AND PLACE FOR FILING PROOFS OF CLAIM

A signed original of any proof of claim, together with accompanying documentation, must be delivered in person, via mail or courier to

**Groeb Farms Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245**

The proof of claim must be received no later than 4:00 p.m., Pacific Time, on November 4, 2013. ***Any proof of claim submitted by facsimile will not be accepted and will not be deemed filed until such proof of claim is submitted by one of the methods described above.*** Proofs of claim will be deemed filed only when actually received by KCC. If you wish to receive acknowledgment of receipt of your proof of claim, you must also submit a copy of your original and a self-addressed envelope.

DEFINITION OF CLAIM

For purposes of this Bar Date Notice, “Claim” shall mean, as to or against the Debtor: (i) any right to payment, whether or not such right is reduced to judgment, liquidated, fixed, contingent, matured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a proof of claim, you may contact KCC, 2335 Alaska Avenue, El Segundo, CA 90245, by phone toll-free is 877-725-7539 (for callers in the US and Canada) or 424-236-7247 (for international callers), or by reviewing the website for this case located at www.kccllc.net/groebfarms.

Dated: _____, 2013

BY ORDER OF THE UNITED STATES
BANKRUPTCY COURT

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*Counsel for the Debtor and Debtor in
Possession*

EXHIBIT 6-B

(CLAIM FORM AND INSTRUCTIONS)

UNITED STATES BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor:	Case Number:	
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property):		
Name and address where notices should be sent: Telephone number: email:		COURT USE ONLY <input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____
Name and address where payment should be sent (if different from above): Telephone number: email:		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
1. Amount of Claim as of Date Case Filed: \$ _____ If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: _____ (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.		
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____
5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.		
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).
<input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).
Amount entitled to priority: \$ _____		
<i>*Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i>		
6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)		

7. Documents: Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "**redacted**".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

8. Signature: (See instruction #8)

Check the appropriate box.

- ☐ I am the creditor. ☐ I am the creditor's authorized agent. ☐ I am the trustee, or the debtor, or their authorized agent. ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
(See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: _____

Title: _____

Company: _____

Address and telephone number (if different from notice address above): _____

(Signature)

(Date)

Telephone number: _____ email: _____

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully, partially, or unsecured. Skip this section if the claim is unsecured.

claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS**Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.

A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION**Acknowledgment of Filing of Claim**

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

EXHIBIT 6-C

(SCHEDULE FILING NOTICE)

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

In re:

GROEB FARMS, INC.,

Debtor.

Case No.

Hon.

Chapter 11

**NOTICE OF FILING OF DEBTOR'S SCHEDULES AND STATEMENT OF
FINANCIAL AFFAIRS**

PLEASE TAKE NOTICE that on [_____, 2013], (the "Order Date"), the United States Bankruptcy Court for the Eastern District of Michigan (the "Court") entered an order (the "Bar Date Order") establishing **November 4, 2013**, as the general claims bar date (the "General Bar Date") in this case, contingent upon the filing of the Debtor's Schedules and Statement of Financial Affairs on or before October 14, 2013. On [____], the Debtor filed its Schedules and Statement of Financial Affairs. The Schedules and Statement of Financial Affairs may be viewed free of charge at www.kccllc.net/groebfarms.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a proof of claim, you may contact KCC, 2335 Alaska Avenue, El Segundo, CA 90245, by phone toll-free is 877-725-7539 (for callers in the US and Canada) or 424-236-7247 (for international callers), or by reviewing the website for this case located at www.kccllc.net/groebfarms.

Dated: _____, 2013

BY ORDER OF THE UNITED STATES
BANKRUPTCY COURT

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John A. Simon (P61866)
Tamar N. Dolcourt (P73425)
Foley & Lardner LLP
One Detroit Center
500 Woodward Ave., Suite 2700
Detroit, MI 48226-3489
(313) 234-7100 (Telephone)
(313) 234-2800 (Facsimile)

*Counsel for the Debtor and Debtor in
Possession*

EXHIBIT 6-D

(PUBLICATION NOTICE)

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

In re:

GROEB FARMS, INC.,

Case No.

Debtor.

Hon.

Chapter 11

NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM OR INTEREST

On [_____, 2013], (the “Order Date”), the United States Bankruptcy Court for the Eastern District of Michigan (the “Court”) entered an order (the “Bar Date Order”) establishing **November 4, 2013**, as the general claims bar date (the “General Bar Date”) in this case, contingent upon the Debtor filing its Schedules and Statement of Financial Affairs or before October 14, 2013. The Court also entered an Order establishing March 31, 2014 as the governmental claims bar date (the “Governmental Bar Date”). Except as described below, the Bar Date Order requires all Entities, as defined in § 101(15) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”), including persons, corporations, partnerships, estates, trusts, and the United States Trustee, that have or assert as to or against the Debtor: (i) any right to payment, whether or not such right is reduced to judgment, liquidated, fixed, contingent, matured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured, or (ii) any interest in the Debtor, including any claims arising under Section 503(b)(9) of the Bankruptcy Code, to file a proof of claim, so that such proof of claim is received by Kurtzman Carson Consultants, LLC (“KCC”) on or before 4:00 p.m., Pacific Time, on **November 4, 2013** or **March 31, 2014**, as applicable.

Pursuant to the Bar Date Order, all Entities holding Claims against the Debtor (whether secured, priority or unsecured), including any claims under Section 503(b)(9) of the Bankruptcy Code, or interest that arose prior to October 1, 2013, are required to file proofs of claim by the General Bar Date, or the Governmental Bar Date, as applicable, including, without limitation, creditors whose Claims against the Debtor arise out of the rejection of executory contracts or unexpired leases by the Debtor prior to the entry of the order establishing the General Bar Date.

A signed original of any proof of claim, together with accompanying documentation, must be delivered via hand delivery, mail or courier to: **Groeb Farms Claims Processing Center, c/o KCC, 2335 Alaska Avenue, El Segundo, CA 90245** so as to be received no later than 4:00 p.m., Pacific Time, on November 4, 2013. ***Any proof of claim submitted by facsimile will not be accepted and will not be deemed filed until such proof of claim is submitted by one of the***

methods described above. Proofs of claim will be deemed filed only when actually received by KCC. If you wish to receive acknowledgment of receipt of your proof of claim, you must also submit a copy of your original and a self-addressed envelope.

Any Entity that is required to file a proof of claim, but that fails to do so in a timely manner, will be forever barred, estopped and enjoined from: (i) asserting any Claim against the Debtor that such Person has that (a) is an amount that exceeds the amount, if any, that is set forth in the Debtor's Schedules as undisputed, noncontingent and liquidated or (b) is of a different nature or in a different classification (any such Claim being referred to as an "Unscheduled Claim") than that listed in the Schedules; and (iii) voting upon, or receiving distributions under, any plan of reorganization in this case with respect to an Unscheduled Claim. If it is unclear from the Schedules whether your Claim is disputed, contingent or unliquidated as to the amount or is otherwise properly scheduled and classified, you must file a proof of claim on or before the General Bar Date.

Nothing in this Notice shall preclude the Debtor from objecting to any Claim, whether scheduled or filed, on any grounds.

If you require additional information regarding the filing of a proof of claim, you may contact KCC, 2335 Alaska Avenue, El Segundo, CA 90245, by phone toll-free is 877-725-7539 (for callers in the US and Canada) or 424-236-7247 (for international callers), or by reviewing the website for this case located at www.kccllc.net/groebfarms.

Dated: _____, 2013

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