

and (xi) approving certain other related matters (this “Motion”)¹. In support of this Motion, the Debtor states as follows:

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 105(a), 502, 1124, 1125, 1126 and 1128 of title 11 of the United States Code (the “Bankruptcy Code”), Federal Bankruptcy Rules 2002, 3017, 3018 and 3020, and Rules 3016-1, 3017-1 and 3018-1 of the Local Bankruptcy Rules for the Eastern District of Michigan 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.

¹ Terms not otherwise defined herein shall have the meaning ascribed to them in the Plan or Disclosure Statement.

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 facilities, 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 damage 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.

APPROVAL OF DISCLOSURE STATEMENT

22. Pursuant to Rule 3017-1 of the Local Rules of Bankruptcy Procedure (the “Local Rules”), the filing of a disclosure statement is deemed to include a motion for its approval. As stated above, the Debtor filed its Disclosure Statement on September 30, 2013. Because the other forms of relief requested in this Motion are necessary to the dissemination of the Disclosure Statement and the Plan, the Debtor requests that this Court approve the Disclosure Statement at the hearing set for this Motion on or before November 6, 2013.

**FORM AND MANNER OF NOTICE OF CONFIRMATION HEARING
AND PROCEDURES FOR OBJECTIONS TO CONFIRMATION OF PLAN**

A. Form and Notice of Confirmation Hearing

23. Bankruptcy Rules 2002(b) and (d) require at least twenty eight (28) days' notice to all creditors and equity security holders of the time fixed for filing objections and the hearing to consider confirmation of a chapter 11 plan.

24. The Debtor requests that the Court set December 18, 2013 as the date of the Confirmation Hearing. To ensure proper notice of the Confirmation Hearing, the Debtor proposes to have their Balloting Agent serve a notice of the Confirmation Hearing, substantially in the form of Exhibit 6-A attached hereto (the "Confirmation Hearing Notice"), upon all of the Debtor's known creditors and to all other parties entitled to receive notice pursuant to Bankruptcy Rules 2002(b) and 3017. The Confirmation Hearing Notice will be mailed in accordance with the time frame set by this Court as part of the Solicitation Package (as defined below), and will provide notice of (a) the Court's approval of the Disclosure Statement, (b) the Voting Deadline (as defined below), (c) the timeframe within which objections to confirmation of the Plan must be filed, and (d) the place, time and date of the Confirmation Hearing.

25. Bankruptcy Rule 2002(l) permits the Court to "order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice". In addition to mailing the Confirmation Hearing Notice, the Debtor also proposes to cause the Confirmation Hearing Notice to be published once, in accordance with the time frame to be set by the Court, in the *Detroit Free Press* and the *Wall Street Journal – National Edition*.

26. The Debtor submits that the mailing of the Solicitation Packages, as described below, together with the publication of the Confirmation Hearing Notice, satisfies the requirements of Bankruptcy Rule 3017(d).

27. The Debtor also requests that the Court direct that the Confirmation Hearing may be continued from time to time by announcing such continuance in open court, or by notation on the official calendar of the Court for the date of the Confirmation Hearing.

B. Procedures for Objections to Confirmation of Plan

28. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court”. The Debtor requests that the Court fix the deadline date for filing and serving written objections, comments or responses to confirmation of the Plan as December 13, 2013 (the “Plan Objection Date”). The Debtor further requests that the Court direct that any objection, comment, or response to confirmation of the Plan must: (i) be in writing; (ii) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (iii) set forth the name of the objecting party and the nature and amount of the objecting party’s claim or interest; (iv) state with particularity the factual and legal bases for the objection; (v) reference with specificity the text of the Plan to which objection is made, including proposed language to be added to the Plan or existing language in the Plan to be modified or deleted to resolve such objection; and (vi) be filed and served on the parties identified below, such that the objection and any supporting declaration or other paper is actually received by 4:00 p.m. on the Plan Objection Date by each such party:

29. The Debtor proposes further that the Court only consider timely written objections filed and served in accordance with the provisions of this Motion and the Order granting this Motion. In addition, the Debtor requests that they, or any other party supporting the Plan, be afforded an opportunity to file a written response to any objection to confirmation of the Plan on or before December 16, 2013.

APPROVAL OF CLAIMS AND NOTICING AGENT AS BALLOTING AGENT

30. The Debtors have filed or will soon file a motion to retain Kurtzman Carson Consultants, LLC (“KCC”) to among other things, serve as claims and noticing agent and to assist with solicitation of votes and distribution of solicitation materials in connection with the pursuit of confirmation of the Plan. KCC has extensive and distinctive experience dealing with complicated solicitation processes. Consistent with the Debtor’s retention of KCC as claims and noticing agent and the Debtor’s proposed employment of KCC the Debtor proposes that KCC as balloting agent (the “Balloting Agent”) will inspect, monitor and supervise the solicitation process, send the various notices and other documents to be transmitted as requested in this Motion, serve as the recipient and tabulator of all the ballots cast to approve or reject the Plan and the related elections, respond to inquiries from creditors regarding the Plan, Disclosure Statement and ballots and related matters, and certify to the Court the results of the balloting.

APPROVAL OF THE SOLICITATION PACKAGE AND RELATED PROCEDURES

A. Treatment of Certain Claims for Solicitation Purposes

(i) Unimpaired Claims

31. Under the Plan, the following classes of claims are unimpaired as defined in Section 1124 of the Bankruptcy Code: Class 1 – Other Priority Claims, Class 2 – Other Secured Claims, and Class 5-C – Convenience Class (collectively, the “Unimpaired Claims”). Pursuant to Section 1126(f) of the Bankruptcy Code, the holders of Unimpaired Claims are conclusively presumed to have accepted the Plan and are not entitled to vote on the Plan.

32. The Debtor proposes to cause the Balloting Agent to serve in the Solicitation Package (as defined below) provided to holders of Unimpaired Claims, in lieu of a ballot, a notice of unimpaired claim status in substantially the form attached as Exhibit 6-B (the

“Unimpaired Creditor Notice”). The Unimpaired Creditor Notice provides: (a) notice of the Court’s approval of the Disclosure Statement; (b) information regarding the Confirmation Hearing; and (c) detailed instructions for filing timely objections to confirmation of the Plan.

33. The Debtor submits that mailing Solicitation Packages containing the Unimpaired Creditor Notice in lieu of a ballot, together with the publication of the Confirmation Hearing Notice, satisfies the requirements of Bankruptcy Rule 3017(d) with respect to the holders of Unimpaired Claims.

(ii) Holders of Class 6 Claims and Class 7 Interests

34. Under the Plan, each Class 6 Claim and Class 7 Interest is being cancelled, without any transfer to or retention by such holder of property on account of such claim.

35. Section 1126(g) of the Bankruptcy Code provides:

Notwithstanding any other provision of this section, a class is deemed not to have accepted a plan if such plan provides that the claims or interests of such class do not entitle the holders of such claims or interests to receive or retain any property under the plan on account of such claims or interests.

11 U.S.C. § 1126(g). Therefore, holders of Class 6 Claims and Class 7 Interests are deemed to have rejected the plan.

36. Accordingly, the Bankruptcy Code does not require solicitation of holders of Class 6 Claims or Class 7 Interests, provided that such holders have an opportunity to object to confirmation of the Plan. The Debtor proposes to cause the Balloting Agent to serve in the Solicitation Package (as defined below) provided to holders of Class 6 Claims or Class 7 Interests, in lieu of a ballot, a notice of non-voting status in substantially the form attached as Exhibit 6-C (the “Non-Voting Status Notice”). Similar to the Unimpaired Creditor Notice, the Non-Voting Status Notice provides: (a) notice of the Court’s approval of the Disclosure

Statement; (b) information regarding the Confirmation Hearing; and (c) detailed instructions for filing timely objections to confirmation of the Plan.

37. The Debtor submits that mailing Solicitation Packages including the Non-Voting Status Notice in lieu of a ballot, together with the publication of the Confirmation Hearing Notice, satisfies the requirements of Bankruptcy Rule 3017(d) with respect to holders of Class 6 Claims or Class 7 Interests

(iii) Holders of Contingent, Unliquidated or Disputed Claims

38. Bankruptcy Rule 3003(c)(2) provides in pertinent part that “any creditor . . . whose claim or interest is not scheduled or scheduled as disputed, contingent or unliquidated . . . who fails to [timely file a proof of claim] shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution.” Fed. R. Bankr. P. 3003(c)(2). Therefore, such creditors are not entitled to vote on the Plan.

39. For all persons or entities (a) whose claims (or any portion thereof) are listed on the Debtor’s Schedules (as defined below) as disputed, unliquidated or contingent or which is scheduled as zero or unknown in amount, and (b) who did not or do not timely file a proof of claim before the applicable bar date, the Debtor proposes to cause the Balloting Agent to serve in the Solicitation Package (as defined below) provided to such persons or entities, in lieu of a ballot, a notice of contingent, unliquidated or disputed claim in substantially the form attached as Exhibit 6-D (the “Notice of Contingent, Disputed or Unliquidated Claim Status”), informing such persons or entities that their claim or interest has been identified as disputed, contingent or unliquidated or that it has been scheduled as zero or unknown in amount and they are thus precluded from submitting a vote for such claim.

B. Transmittal of Solicitation Package

40. Bankruptcy Rule 3017(d) specifies the materials to be distributed to creditors and interest holders on approval of a disclosure statement. In accordance with that Rule, the Debtor proposes to cause the Balloting Agent to transmit, on or before November 11, 2013, to the persons described in Paragraph 39, subject to the limitations contained therein and elsewhere in this Motion, by first-class, postage prepaid mail, with a return envelope, a solicitation package (the “Solicitation Package”) containing a copy or conformed printed version of:

(a) the Plan, which shall be provided as Exhibit A to the Disclosure Statement;

(b) the Disclosure Statement;

(c) the Confirmation Hearing Notice;

(d) the Order granting this Motion (without exhibits attached);

(e) either (i) a ballot for the appropriate class and case in which the creditor is entitled to vote (classes 3, 4, 5A, and 5B will receive relevant ballots as otherwise provided herein), or (ii) in lieu of a ballot, (A) an Unimpaired Creditor Notice (Classes 1, 2, and 5C), (B) a Non-Voting Status Notice (Class 6 Claims and Class 7 Interests), or (C) a Notice of Contingent, Disputed or Unliquidated Claim Status, as appropriate;

(f) solicitation letters, if any, from the Debtor and/or the Creditors’ Committee;

(g) notice of the date on which any Exhibits to the Plan and the Plan Supplement that may not have been included with the Solicitation Package will be filed with the Court, with instructions on how parties may obtain such Exhibits when they are filed; and

(h) such other information as the Court may direct or approve.

41. Notwithstanding the preceding paragraph, the Debtor requests that the Court determine that they are not required to distribute copies of the Plan or Disclosure Statement to

any entity receiving an Unimpaired Creditor Notice, a Non-Voting Status Notice, or a Notice of Contingent, Disputed or Unliquidated Claim Status. Such distribution would constitute a waste of estate resources considering that such entities are not entitled to vote upon the Plan.

42. The Debtor will file all Exhibits to the Plan that will not be otherwise attached to the Plan or the Disclosure Statement, as filed with the Court and the Plan Supplement, on or before the date which is seven (7) days before the Voting Deadline, as determined in accordance with the definition thereof in the Plan (the “Plan Supplement Filing Date”). After the Plan Supplement Filing Date, copies of Exhibits to the Plan and appendices to the Disclosure Statement, and the Plan Supplement will be available upon request to KCC and at their website, www.kccllc.net.

43. The Debtor proposes that the following parties receive the Solicitation Package, subject to the other provisions of this Motion: (a) creditors holding claims that are designated as impaired or otherwise entitled to vote and, thus, will receive ballots; (b) Unimpaired Claims (i.e., creditors in Classes 1 and 2), who are presumed to accept the Plan pursuant to Section 1126(f) of the Bankruptcy Code, are not entitled to vote, and, thus will receive, in lieu of ballots, Unimpaired Creditor Notices; (c) parties holding claims listed in the Debtor’s Schedules as contingent, unliquidated or disputed, or zero or unknown in amount, as to which a proof of claim has not timely been filed, who are not entitled to vote on the Plan and, therefore, will receive, in lieu of ballots, Notices of Contingent, Disputed or Unliquidated Claim Status; (d) holders of Class 6 Claims or Class 7 Interests, who are not entitled to vote on the Plan and, therefore, will receive, in lieu of ballots, Non-Voting Status Notices; and (e) parties required to be served under Bankruptcy Rule 2002.

SETTING VOTING RECORD DATE

44. Bankruptcy Rule 3017(d) provides that, for purposes of soliciting votes in connection with the confirmation of a chapter 11 plan, “creditors and equity security holders shall include holders of stock, bonds, debentures, notes, and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing”. Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes.

45. In accordance with the aforementioned rules, the Debtor requests that the Court establish November 5, 2013, as the record date (the “Record Date”) for the purposes of establishing which creditors are entitled to receive Solicitation Packages, or, in the case of non-voting creditors, receive notices regarding their non-voting status. The Debtor reserves the right to seek a later Record Date if the hearing on this Motion or the Disclosure Statement is materially continued.

APPROVAL OF FORMS OF BALLOTS

46. In accordance with Bankruptcy Rule 3017(d), the Debtor requests that the Court approve the form of ballot (with instructions attached thereto) substantially in the form of the proposed ballot annexed hereto as Exhibit 6-E. The ballot will be distributed to the holders of claims in the relevant classes under the Plan, which are those classes entitled to vote to accept or reject the Plan.

47. The ballot also states that the Plan provides for various releases, including those set forth in Article IX of the Plan.

48. While the ballot relies on Official Form No. 14 for basic structure, the form of the ballots has been modified. Accordingly, by this Motion, the Debtor seeks a determination that the variance from the language of the Official Form No. 14 is authorized and permissible.

49. The Debtor thus requests that the Court approve the form of ballot attached as Exhibit 6-E and approve the instructions that the Debtor proposes to submit with the ballot. The Debtor reserves the right to prepare and distribute other or modified forms of ballots substantially in conformity with the attached ballots or Official Form No. 14, as the Debtor finds necessary because of further refinement of the balloting process or modification of the Plan. Furthermore, the Debtor reserves the right to seek a determination that one or more of the classes designated as impaired in the Plan are unimpaired and that such class or classes are therefore deemed to have accepted the Plan without regard to how such class or classes actually voted and without regard to whether they received a notice of their non-voting status hereunder.

VOTING DEADLINE

50. The Debtor requests that the Court direct that all must be received by the Balloting Agent before 4:00 p.m. (prevailing Eastern Time) on December 13, 2013 (the “Voting Deadline”).

APPROVAL OF PROCEDURES FOR VOTE TABULATION

A. Amounts and Classification of Claims

51. The Debtor proposes that the amount and classification of a claim for purposes of voting on the Plan be determined as follows:

- (a) If a proof of claim has not been timely filed (i.e., was not filed by the applicable Bar Date), the amount of a claim shall be equal to the amount, if any, listed in respect of such claim in the Debtor’s bankruptcy schedules and/or statement of financial affairs (as may be amended from time to time, the “Schedules”), to the extent such claim is not listed as contingent, unliquidated,

undetermined or disputed (subject to any applicable limitations set forth below). Such claim shall be placed in the appropriate class of the Plan based upon the Debtor's records and the classification scheme set forth in the Plan.

(b) If a proof of claim has been timely filed for a liquidated, non-contingent claim, and has not been objected to by November 27, 2013, the amount and classification shall be that specified in such proof of claim for voting purposes only and shall not be binding for any other purpose, subject to any applicable limitations set forth below.

(c) A claim which is the subject of an objection filed by November 20, 2013 and not resolved by the Voting Deadline shall be disallowed for voting purposes,² except to the extent and manner that: (i) may be set forth in the objection; (ii) such claim may be temporarily allowed for voting purposes in accordance with Bankruptcy Rule 3018 and the procedures set forth in Paragraphs 55-60; or (ii) the Court otherwise orders.

(d) A claim listed on the Schedules as contingent, unliquidated or disputed will be temporarily allowed for voting purposes in the amount allowed by the Court, pursuant to Bankruptcy Rule 3018(a), only if (i) a proof of claim has been timely filed on account of such claim, (ii) the holder of such claim has filed a motion for temporary allowance on or before November 27, 2013 in accordance with the procedures in Paragraphs 55-60, and (iii) the Court orders, after notice and a hearing on or before December 4, 2013, that such claim shall be temporarily allowed for voting purposes.

(e) If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, the amount and classification shall be that set by the Court.

(f) Creditors shall not be entitled to vote claims to the extent such claims duplicate or have been superseded by other claims timely filed by or on behalf of such creditors. The Balloting Agent

² Section 1126(a) of the Bankruptcy Code provides that only a "holder of a claim or interest allowed under section 502 of this title may accept or reject a plan." 11 U.S.C. § 1126(a). Section 502(a) of the Bankruptcy Code provides that a claim or interest is "deemed allowed, unless a party in interest . . . objects." 11 U.S.C. § 502(a). Accordingly, when a debtor objects to a claim or interest, the holder of the claim or interest is not entitled to vote on a proposed plan of reorganization unless it seeks a timely allowance of its claim or interest under Bankruptcy Rule 3018. See *Bell Road Inv. Co. v. M. Long Arabians (In re M. Long Arabians)*, 103 B.R. 211, 215 (B.A.P. 9th Cir. 1989); See also, In re Gardinier, Inc., 55 B.R. 601, 604 (Bankr. M.D. Fla. 1985).

shall determine, in its discretion, whether a claim is duplicative or has been superceded for voting purposes only.

(g) If a creditor's relevant proof of claim does not indicate the appropriate classification of a claim, and such classification cannot be determined from the Schedules, the holder of such claim may only vote as a General Unsecured Claim in Class 5C.

B. Ballots Counted As Acceptances

52. With respect to voting, each Plan will be accepted or rejected based upon votes of creditors in each class under such Plan.

53. The Debtor proposes that the following ballots be counted and be deemed to be acceptances or rejections of the respective Plan:

(a) Notwithstanding any other provision of this Motion, any ballot timely received that contains sufficient information to permit the identification of the claimant that is cast as an acceptance or rejection of any Plan.

(b) Any ballot received prior to the Voting Deadline accepting or rejecting any Plan by a creditor which has previously submitted a ballot, such that the latter submitted ballot shall be deemed to supercede and amend the earlier submitted ballot.

C. Ballots Not Counted

54. The Debtor proposes that, unless otherwise ordered by the Court after notice to the Debtor and a hearing, the following ballots shall not be counted in determining whether any Plan has been accepted or rejected:

(a) Any ballot received after the Voting Deadline, unless the Court orders otherwise.

(b) Any ballot that is illegible or contains insufficient information to permit identification of the claimant to which it pertains.

(c) Any ballot cast by a creditor whose claim either is not listed, or is listed as "zero" or "unknown" amount (or similarly listed), or is listed as a disputed, contingent, or unliquidated claim, on the Schedules, for which no proof of claim was timely filed.

(d) Any ballot cast by a creditor whose claim either is not listed, or is listed as “zero” or “unknown” amount (or similarly listed), or is listed as a disputed, contingent, or unliquidated claim, on the Schedules, for which a proof of claim was timely filed but for which the holder did not obtain an order temporarily allowing its claim in accordance with Paragraphs 55-60.

(e) Any ballot cast by a person that does not hold a claim in a class that is entitled to vote to accept or reject any Plan.

(f) Any ballot returned by facsimile or electronic transmission not previously authorized by the written consent of the Debtor.

(g) Any ballot which does not contain an original signature (except as provided in the foregoing sentence).

(h) Any ballot cast by a creditor who has timely filed a proof of claim as to which the Debtor has filed an objection by November 20, 2013, unless the creditor has obtained an order temporarily allowing its claim in accordance with the procedures set forth in Paragraphs 55-60 or such objection is withdrawn.

(i) Any ballot that does not indicate whether the holder of the relevant claim is voting for or against the Plan.

D. Amount and Vote-Splitting

55. Claim Amounts: Ballots for all creditors will be preprinted with the dollar amount determined in accordance with the procedures set forth in Paragraph 47 and the preprinted amount shall be used in tabulating the votes unless the holder of the claim obtains an order from the Court under Bankruptcy Rule 3018(a) providing for a different amount in accordance with the procedures set forth in Paragraphs 55-60. The amount and classification of a claim listed on a ballot shall be for voting purposes only and shall not prejudice the Debtor’s right to file an objection to such claim for any other purpose.

56. No Vote Splitting; Effect: Creditors must vote all of each of their claims within a particular class in any Plan to either accept or reject the Plan and may not split their votes as to a given claim.

PROCEDURES FOR TEMPORARY ALLOWANCE MOTIONS

57. The Debtor respectfully requests that this Court approve the following procedure for temporary allowance motions, pursuant to Bankruptcy Rule 3018(a), with respect to voting on the Plan. Without limiting the Debtor's rights under the Bankruptcy Code, the Bankruptcy Rules and applicable law, including without limitation the Debtor's rights to object to claims for substantive purposes on a different timetable, the Debtor may file objections to claims for voting purposes by November 20, 2013 (the "Objection Deadline"). For clarity, the Debtor may object to a claim for purposes of allowance and distribution and other substantive purposes in connection with filing an objection to such claim for voting purposes or after the Objection Deadline.

58. If an objection for voting purposes is filed on or before the Objection Deadline, the relevant claimant will not be entitled to vote on the Plan, unless such claimant files a motion on or before November 27, 2013 (the "Temporary Allowance Deadline"), seeking temporary allowance of its claim for voting purposes only and obtains an order from the Court granting such motion, or such objection is withdrawn.

59. The Debtor will serve objections for voting purposes on each respective claimant with a notice that, in order to vote on the Plan, the claimant must file a motion for temporary allowance by the Temporary Allowance Deadline. The Debtor further requests that this Court set December 4, 2013 as a hearing date (the "Temporary Allowance Motion Hearing Date") to consider all temporary allowance motions. The Debtor proposes that a temporary allowance motion be required to set forth with particularity the amount and classification at which such claimant believes its claim should be allowed for voting purposes and the evidence in support of that belief.

60. The Debtor proposes that if this Court has not temporarily allowed all or a portion of such claim for voting purposes, pursuant to Bankruptcy Rule 3018(a) on or before the Temporary Allowance Motion Hearing Date, that such claim not be counted for voting purposes.

61. The Debtor requests further that if a creditor reaches an agreement with the Debtor as to the amount and classification of its otherwise disputed claim, for voting purposes, (i) a stipulation setting forth that agreement may be presented to the Court for approval by notice of a proposed stipulation and order at or before the Confirmation Hearing; and (ii) subject to the Court's approval such claim will be counted for purposes of accepting or rejecting the Plan in the amount agreed to by the Debtor and such creditor in such stipulation.

62. Within one (1) business day of (i) the entry of an order by the Court approving a creditor's motion for temporary allowance of its claim under Bankruptcy Rule 3018(a) for voting purposes or (ii) the creditor's provision to the Balloting Agent of the Debtor and a creditor's written agreement as to the amount and classification of the creditor's otherwise disputed claim for voting purposes or the withdrawal of the Debtor's objection, the Balloting Agent shall provide a Solicitation Package to such creditor. The provision of a Solicitation Package to a creditor pursuant to this Section shall not affect the Voting Deadline as to such Creditor.

OTHER VOTING PROCEDURES

63. In addition, the Debtor respectfully requests that the Court approve the following rules and standards:

(a) In accordance with Section 1126(c) of the Bankruptcy Code and the 1997 Amendment to the Advisory Committee Notes to Official Form No. 14, each ballot will permit holders of claims entitled to vote to accept or reject the Plan, subject to other applicable procedures set forth herein.

(b) The authority of the signatory of each ballot to complete and execute the ballot shall be presumed (unless there is gross

evidence to the contrary), but each such signatory shall certify that he or she has such authority.

64. The Debtor submits that a certificate with respect to the tabulation of votes shall be filed with this Court by the Balloting Agent on or before the day before the Confirmation Hearing.

65. With respect to a transferred claim to which Bankruptcy Rule 3001(e) applies, the Debtor proposes that the transferee shall be entitled to (I) receive a Solicitation Package and cast a ballot on account of such claim only if (a) all actions necessary to effect the transfer of the claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Record Date or (b) the transferee files by the Record Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer.

NOTICE

66. The Debtor submits that the notice procedures described herein satisfy the requirements of Bankruptcy Rule 3017(d). The Debtor hereby seeks the Court's approval of such notices as being due and sufficient notice pursuant to Bankruptcy Rule 3017(d).

67. Notice of this Motion will be provided to the following parties (or counsel to these parties where known): (a) the Office of the U.S. Trustee for the Eastern District of Michigan, (b) the twenty largest unsecured creditors, and (c) the Debtor's secured lenders. After this Court sets the hearing date, notice of that hearing will be given in accordance with Rule 2002. Under the circumstances, the Debtor submits that no other or further notice is necessary. Further, the Debtor submits that the Confirmation Hearing Notice, the Solicitation Package, and the manner of service and/or publication of the foregoing as described herein satisfy the requirements of Bankruptcy Rule 3017(d). In addition, the Debtor submits that Notices given in

compliance with the attached Order are adequate and appropriate, as provided in Section 102(1) of the Bankruptcy Code and in compliance with the Federal Rules of Bankruptcy Procedure, including Bankruptcy Rule 3017.

68. The Debtor requests that prior to mailing the Solicitation Packages, the Debtor be permitted to fill in any missing dates and other information, correct any typographical errors and make such other non-material, non-substantive changes as they deem appropriate.

69. The Debtor requests permission to modify any Plan pursuant to section 1127 of the Bankruptcy Code to, during, or as a result of the Confirmation Hearing, without further notice to parties in interest so long as any such modification does not materially and adversely affect any class of claims under the Plan. In the event that the modification materially and adversely affects any class of claims under the Plan, appropriate notice will be given to parties in interest as required by the Bankruptcy Code and Rules.

70. The Debtor requests permission to assign to KCC responsibility for performing the notice and solicitation functions set forth herein and in the Disclosure Statement.

WHEREFORE, the Debtor respectfully requests that the Court (i) grant this Motion, (ii) enter the Order attached as Exhibit 1, and (iii) grant such other and further relief as the Court may deem just and proper.

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)

One Detroit Center

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Detroit, MI 48226-3489

(313) 234-7100 (Telephone)

(313) 234-2800 (Facsimile)

Proposed Counsel for the Debtor and Debtor in Possession

**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 |
| |) | |

ORDER (I) APPROVING DISCLOSURE STATEMENT; (II) APPROVING FORM AND MANNER OF NOTICE OF CONFIRMATION HEARING; (III) ESTABLISHING PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF DEBTOR’S PLAN; (IV) APPROVING BALLOTING AGENT; (V) APPROVING SOLICITATION PACKAGE AND RELATED PROCEDURES; (VI) SETTING VOTING RECORD DATE; (VII) APPROVING FORMS OF BALLOTS; (VIII) ESTABLISHING VOTING DEADLINE; (IX) APPROVING PROCEDURES FOR VOTE TABULATION; (X) ESTABLISHING DEADLINE AND PROCEDURES FOR TEMPORARY ALLOWANCE OF CLAIMS; AND (XI) APPROVING CERTAIN OTHER RELATED MATTERS

The Debtor having filed its Motion (the “Motion”)¹ (i) approving the Disclosure Statement of Groeb Farms, Inc. dated October 1, 2013 (as may be amended, the “Disclosure Statement”); (ii) approving the form and manner of notice of the confirmation hearing (the “Confirmation Hearing”) (iii) establishing procedures for filing objections to confirmation of the Debtor’s Plan of Reorganization (as may be amended, the “Plan”); (iv) approving the Balloting Agent (as defined below); (v) approving the proposed Solicitation Package (as defined below) relating to the Plan, and related procedures; (vi) setting the Voting Record Date (as defined below); (vii) approving the forms of ballots to be used in connection with solicitation and voting upon the Plan; (viii) establishing the voting deadline for the Plan; (ix) approving the procedures

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed thereto in the Motion.

for tabulating acceptances and rejections of the Plan; (x) establishing a deadline and procedures for temporary allowance of claims for certain purposes; and (xi) approving certain other related matters; the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; any objections to the Motion or to the Disclosure Statement having been withdrawn, overruled by the Court or rendered moot by modifications made to the Disclosure Statement; and upon the Motion and all the proceedings had before the Court; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtor, its estates, their creditors and all parties in interest; and after due deliberation and sufficient cause appearing therefore:

THE COURT HEREBY FINDS AS FOLLOWS:

A. The Disclosure Statement contains adequate information within the meaning of Section 1125 of title 11 of the United States Code (the “Bankruptcy Code”).

B. Actual notice of the hearing on this Motion (the “Hearing”) and the deadline for filing objections to the Motion was provided in accordance with Bankruptcy Rule 2002, and such notice constitutes sufficient notice to all interested parties and no other or further notice of the Motion or the Hearing was required.

C. The form and manner of notice of the time set for filing objections to the Motion, and the time, date, and place of the Hearing to consider the approval of the Disclosure Statement was adequate and comports with due process.

D. The procedures set forth below regarding notice and the form of notice to be included in the Solicitation Package (as hereinafter defined) annexed to the Motion as Exhibit 6-

A (the “Confirmation Hearing Notice”) to all holders of claims against the Debtor and interests in the Debtor of the time, date, and place of the hearing to consider confirmation of the Plan (as such hearing may be continued from time to time in accordance with this order, the “Confirmation Hearing”) and the other matters described therein are adequate, comply with Bankruptcy Rules 2002 and 3017, and constitute sufficient notice to all interested parties.

E. The manner of notice provided for in this Order to be given by publication of the time, date, and place of the Confirmation Hearing, the deadline for voting on, and objecting to confirmation of, the Plan, as well as other procedures relating to the Confirmation Hearing and the solicitation of votes on the Plan and the form of notice in the form of the Confirmation Hearing Notice are adequate, comply with Bankruptcy Rules 2002 and 3017, and constitute sufficient notice to all unknown creditors and parties in interest consistent with principles of due process.

F. The form of notice substantially in the form annexed to the Motion as Exhibit 6-B (the “Unimpaired Creditor Notice”) is adequate, complies with Bankruptcy Rules 2002 and 3017, and constitutes sufficient notice of the Plan and the Confirmation Hearing and other matters described therein to the holders of Unimpaired Claims.

G. The form of notice substantially in the form annexed to the Motion as Exhibit 6-C (the “Non-Voting Status Notice”) is adequate, complies with Bankruptcy Rules 2002 and 3017, and constitutes sufficient notice of the Plan and the Confirmation Hearing and other matters described therein to the holders of Class 6 Claims and Class 7 Interests.

H. The form of notice substantially in the form annexed to the Motion as Exhibit 6-D (the “Notice of Contingent, Disputed or Unliquidated Claim Status”, and together with the Non-Voting Status Notice and the Unimpaired Creditor Notice, the “Notices of Non-Voting Status”)

is adequate, complies with Bankruptcy Rules 2002 and 3017, and constitutes sufficient notice of the Plan and the Confirmation Hearing and other matters described therein to the holders (a) whose claims (or any portion thereof) are listed on the Debtors' Schedules as disputed, unliquidated or contingent or scheduled as zero or unknown in amount, and (b) who did not or do not timely file a proof of claim before the applicable bar date (the "CUD Creditors").

I. Holders of Claims in Class 1 – Other Priority Claims, Class 2 – Other Secured Claims, and Class 5C – Unsecured Convenience Class Claims (collectively, the "Unimpaired Classes") are unimpaired under the Plan and, pursuant to Section 1126(f) of the Bankruptcy Code, are not entitled to vote on the Plan.

J. Holders of Class 6 Claims and Class 7 Interests (the "No-Distribution Claims") will receive no distribution under the Plan, are deemed to have rejected the Plan under Section 1126(g) of the Bankruptcy Code, and, accordingly, are not entitled to vote on the Plan.

K. Holders of Claims in Classes 3, 4, 5A, and 5B are receiving, or may receive, distributions under the Plan, although their claims are impaired, and are, therefore, entitled to vote to accept or reject the Plan.

L. The period during which the Debtor may solicit votes on the Plan is a reasonable time for holders of Claims to make an informed decision to accept or reject the Plan.

M. The form of ballot annexed to the Motion as Exhibit 6-E is sufficiently consistent with Official Form No. 14, adequately addresses the particular needs of this chapter 11 case, and are appropriate for each class of Claims entitled to vote to accept or reject the Plan.

N. The procedures set forth herein provide for a fair and equitable voting process and are consistent with Section 1126 of the Bankruptcy Code.

P. Pursuant to Bankruptcy Rule 3017(d), sufficient cause exists to set the Record Date (as such term is hereinafter defined) at a date other than the date the order approving the Disclosure Statement is entered.

Q. The contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

NOW, THEREFORE, IT IS ORDERED AS FOLLOWS:

1. The Motion is granted in its entirety.
2. In accordance with Section 1125 of the Bankruptcy Code and Bankruptcy Rule 3017(b), the Disclosure Statement is approved in all respects.
3. The Court hereby sets [December 18, 2013] at [TIME] a.m./p.m. as the date and time of the Confirmation Hearing, provided, however, that the Confirmation Hearing may be continued from time to time by the Court or the Debtor without further notice other than the announcement by the Debtor in open Court of the adjourned date at the Confirmation Hearing or any continued hearing or by notation on the official calendar of the Court for the date of the Confirmation Hearing, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.
4. Any party in interest objecting to the Plan shall file objections (“Confirmation Objections”) to the confirmation of the Plan on or before December 13, 2013 (the “Objection Deadline”). Any Confirmation Objection must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (c) set forth the name and address of the objecting party and the amount of the objecting party’s claim or interest; (d) state with particularity the grounds for the objection and the legal and factual bases therefor; (e) reference with specificity the text of the Plan to which objection is made, including proposed

language to be added to the Plan or existing language in the Plan to be modified or deleted to resolve such objection; (f) be filed with the Court at the Office of the Clerk of the Court, United States Bankruptcy Court for the Eastern District of Michigan, 211 West Fort Street, Detroit, MI 48226; and (g) be served by so as to be ACTUALLY RECEIVED no later than 4:00 p.m. (Prevailing Eastern Time) on December 13, 2013 by the following parties: (i) the Debtor's counsel, Judy A. O'Neill, Esq. and John A. Simon, Esq., Foley & Lardner LLP, One Detroit Center, 500 Woodward Avenue, Suite 2700, Detroit, MI 48226; (ii) Joe Mack, Esq. and [INSERT], Office of the United States Trustee, 211 West Fort Street, Suite 700, Detroit, MI 48226; (iii) Counsel to the Debtor's DIP Lender, Ray Schrock, Esq., Kirkland & Ellis, LLP, 601 Lexington Avenue New York, NY 10022, and Jeffrey Pawlitz, Esq., Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654, and Robert Hertzberg, Esq., Pepper Hamilton LLP, 4000 Town Center, Suite 1800, Southfield, MI 48075; and (iv) Counsel to the Official Committee of Unsecured Creditors [INSERT] (collectively the "Notice Parties").

5. Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.

6. The Notice Parties are authorized to file replies to any Confirmation Objections so that such replies are actually received by 5:00 p.m. prevailing Eastern Time on or before December 16, 2013 by the Court, by the objecting party, and by each of the Notice Parties.

7. The Confirmation Hearing Notice is approved.

8. The Debtor shall (a) serve the Confirmation Hearing Notice upon all of the Debtor's known creditors and to all other parties entitled to receive notice pursuant to Bankruptcy Rules 2002(b) and 3017 and as part of the Solicitation Package, and (b) publish the Confirmation Hearing Notice, on one occasion, not less than twenty eight (28) days before the

Objection Deadline in the *Detroit Free Press* and the *Wall Street Journal – National Edition*, which notice is hereby approved and deemed adequate and sufficient notice of the Confirmation Hearing in accordance with Bankruptcy Rule 2002 and 3017(d).

9. With respect to addresses from which notices of the Hearing were returned as undeliverable, the Debtor is excused from mailing Solicitation Packages to those entities listed at such addresses unless the Debtor is provided with accurate addresses for such entities before November 13, 2013, such entities shall be deemed unknown creditors for notice purposes, and failure to mail Confirmation Hearing Notices, Solicitation Packages, or any other notices provided for herein will not constitute inadequate notice of the Confirmation Hearing, the Objection Deadline, or the Voting Deadline.

10. Kurtzman Carson Consultants (“KCC”) will inspect, monitor and supervise the solicitation process, send the various notices and other documents to be transmitted as requested in the Motion, serve as the recipient and tabulator of all the ballots cast to approve or reject the Plan, respond to inquiries from creditors regarding the Plan, Disclosure Statement and ballots and related matters, and certify to the Court the results of the balloting.

11. The Unimpaired Classes, the No-Distribution Creditors, and the CUD Creditors are not entitled to vote upon the Plan.

12. The Balloting Agents shall transmit on or before November 11, 2013 to all persons described in Paragraph 16 (other than any entity receiving a notice that they are not entitled to vote on the plan as described herein and in the Motion, subject to the limitations contained therein and elsewhere in this Order, by first-class, postage prepaid mail, with a return envelope, a solicitation package (the “Solicitation Package”) containing a copy or conformed printed version of:

(a) the Plan, which shall be provided as Exhibit A to the Disclosure Statement;

(b) the Disclosure Statement;

(c) the Confirmation Hearing Notice;

(d) this Order (without exhibits attached);

(e) either (i) a ballot for the appropriate class in which the creditor is entitled to vote (classes 3, 4, 5A, and 5B will receive relevant ballots as otherwise provided herein), or (ii) in lieu of a Ballot, Plan and Disclosure Statement, (A) an Unimpaired Creditor Notice (Classes 1, 2, and 5C), (B) a Non-Voting Status Notice (Class 6 Claims and Class 7 Interests), or (C) a Notice of Contingent, Disputed or Unliquidated Claim Status, with respect to CUD Creditors, as appropriate;

(f) solicitation letters, if any, from the Debtor and/or the Creditors' Committee;

(g) notice of the date on which any Exhibits to the Plan, including the Plan Supplement, that may not have been included with the Solicitation Package will be filed with the Court, with instructions on how parties may obtain such Exhibits when they are filed.

13. Notwithstanding the preceding paragraph, the Debtor is not required to distribute copies of the Plan or Disclosure Statement to any entity receiving a Notice of Non-Voting Status.

14. The Debtor will file all Exhibits to the Plan that are not otherwise attached to the Plan or the Disclosure Statement, and the Plan Supplement as filed with the Court, on or before the date which is seven (7) days before the Voting Deadline, (the "Plan Supplement Filing Date"). After the Plan Supplement Filing Date, copies of Exhibits to the Plan, the Plan Supplement and appendices to the Disclosure Statement will be available upon request to KCC and at the KCC website, www.kccllc.net/groebfarms. Copies of the Plan and the Disclosure

Statement and this Order will be available at www.kccllc.net/groebfarms as of November 11, 2013.

15. The Balloting Agents will send the Solicitation Packages to the following parties, subject to the other provisions of this Motion: (a) creditors holding claims that are designated as impaired or otherwise entitled to vote and, thus, will receive ballots; (b) creditors in Unimpaired Classes (i.e., creditors in Classes 1 and 2), who are presumed to accept the Plan pursuant to Section 1126(f) of the Bankruptcy Code, are not entitled to vote, and, thus will receive, in lieu of ballots, Unimpaired Creditor Notices; (c) CUD Creditors, who are not entitled to vote on the Plan and, therefore, will receive, in lieu of ballots, Notices of Contingent, Disputed or Unliquidated Claim Status; (d) No-Distribution Creditors (i.e. Creditors in Class 6 and interest holders in Class 7), who are not entitled to vote on the Plan and, therefore, will receive, in lieu of ballots, Non-Voting Status Notices; and (e) parties required to be served under the Bankruptcy Rules.

16. November 5, 2013 is established as the record date (the “Record Date”) for the purposes of establishing which creditors are entitled to receive Solicitation Packages or, in the case of non-voting creditors, receive notices regarding their non-voting status.

17. The form of Ballot is approved. The variances from official form 14 embodied in the Ballot are authorized and permissible.

18. The Debtor may prepare and distribute other or modified forms of ballot substantially in conformity with the attached Ballot or Official Form 14, as the Debtor finds necessary because of further refinement of the balloting process or modification of the Plan. Furthermore, the Debtor may seek a determination that one or more of the classes designated as impaired in the Plan are unimpaired and that such class or classes are therefore deemed to have

accepted the Plan without regard to how such class or classes actually voted and without regard to whether they received a notice of their non-voting status hereunder.

19. All ballots must be received by the Balloting Agent before 4:00 p.m. (prevailing Pacific Time) on December 13, 2013 (the “Voting Deadline”).

20. The amount and classification of a claim for purposes of voting on the Plan shall be determined as follows:

(a) If a proof of claim has not been timely filed (i.e., was not filed by the applicable Bar Date), the amount of a claim shall be equal to the amount, if any, listed in respect of such claim in the Debtor’s bankruptcy schedules and/or statement of financial affairs (as may be amended from time to time, the “Schedules”), to the extent such claim is not listed as contingent, unliquidated, undetermined or disputed (subject to any applicable limitations set forth below). Such claim shall be placed in the appropriate class of the Plan based upon the Debtor’s records and the classification scheme set forth in the Plan.

(b) If a proof of claim has been timely filed for a liquidated, non-contingent claim, and has not been objected to by November 20, 2013, the amount and classification shall be that specified in such proof of claim for voting purposes only and shall not be binding for any other purpose, subject to any applicable limitations set forth below.

(c) A claim which is the subject of an objection filed by November 20, 2013 and not resolved by the Voting Deadline shall be disallowed for voting purposes, except to the extent and manner that: (i) may be set forth in the objection; (ii) such claim may be temporarily allowed for voting purposes in accordance with Bankruptcy Rule 3018 and the procedures set forth in Paragraphs 55-60 of the Motion; or (iii) the Court otherwise orders.

(e) A claim listed on the Schedules as contingent, unliquidated or disputed will be temporarily allowed for voting purposes in the amount allowed by the Court, pursuant to Bankruptcy Rule 3018(a), only if (i) a proof of claim has been timely filed on account of such claim, (ii) the holder of such claim has filed a motion for temporary allowance on or before November 27, 2013 in accordance with the procedures in Paragraphs 55-60 of the Motion, and (iii) the Court orders, after notice and a hearing on or

before December 4, 2013 that such claim shall be temporarily allowed for voting purposes.

(f) If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, the amount and classification shall be that set by the Court.

(g) Creditors shall not be entitled to vote claims to the extent such claims duplicate or have been superseded by other claims timely filed by or on behalf of such creditors. The Balloting Agent shall determine, in its discretion, whether a claim is duplicative or has been superseded for voting purposes only.

(h) If a creditor's relevant proof of claim does not indicate the appropriate classification of a claim, and such classification cannot be determined from the Schedules, the holder of such claim may only vote as a General Unsecured Claim in Class 5C. With respect to voting, each Plan will be accepted or rejected based upon votes of creditors in each class under such Plan.

21. The following ballots shall be counted and be deemed to be acceptances or rejections of the Plan:

(a) Notwithstanding any other provision of this Order, any ballot timely received that contains sufficient information to permit the identification of the claimant that is cast as an acceptance or rejection of any Plan.

(b) Any ballot received prior to the Voting Deadline accepting or rejecting any Plan by a creditor which has previously submitted a ballot, such that the latter submitted ballot shall be deemed to supercede and amend the earlier submitted ballot.

22. Unless otherwise ordered by the Court after notice to the Debtor and a hearing, the following ballots shall not be counted in determining whether any Plan has been accepted or rejected:

(a) Any ballot received after the Voting Deadline, unless the Court orders otherwise.

(b) Any ballot that is illegible or contains insufficient information to permit identification of the claimant to which it pertains.

(c) Any ballot cast by a creditor whose claim either is not listed, or is listed as “zero” or “unknown” amount (or similarly listed), or is listed as a disputed, contingent, or unliquidated claim, on the Schedules, for which no proof of claim was timely filed.

(d) Any ballot cast by a creditor whose claim either is not listed, or is listed as “zero” or “unknown” amount (or similarly listed), or is listed as a disputed, contingent, or unliquidated claim, on the Schedules, for which a proof of claim was timely filed but for which the holder did not obtain an order temporarily allowing its claim in accordance with Paragraphs 55-60 of the Motion.

(e) Any ballot cast by a person that does not hold a claim in a class that is entitled to vote to accept or reject any Plan.

(f) Any ballot returned by facsimile or electronic transmission not previously authorized by the written consent of the Debtor.

(g) Any ballot which does not contain an original signature (except as provided in the foregoing sentence).

(h) Any ballot cast by a creditor who has timely filed a proof of claim as to which the Debtor has filed an objection by November 20, 2013, unless the creditor has obtained an order temporarily allowing its claim in accordance with the procedures set forth in Paragraphs 55-60 or such objection is withdrawn.

(i) Any ballot that does not indicate whether the holder of the relevant claim is voting for or against the Plan.

23. Ballots for all creditors will be preprinted with the dollar amount determined in accordance with the procedures set forth in Paragraph 47 of the Motion and the preprinted amount shall be used in tabulating the votes unless the holder of the claim obtains an order from the Court under Bankruptcy Rule 3018(a) providing for a different amount in accordance with the procedures set forth in Paragraphs 55-60. The amount and classification of a claim listed on a ballot shall be for voting purposes only and shall not prejudice the Debtor’s right to file an objection to such claim for any other purpose.

24. Creditors must vote all of each of their claims within a particular class in any Plan to either accept or reject the Plan and may not split their votes as to a given claim.

25. The following procedures shall apply for temporary allowance motions, pursuant to Bankruptcy Rule 3018(a), with respect to voting on the Plan. Without limiting the Debtor's rights under the Bankruptcy Code, the Bankruptcy Rules and applicable law, including without limitation the Debtor's rights to object to claims for substantive purposes on a different timetable, the Debtor may file objections to claims for voting purposes by November 20, 2013 (the "Objection Deadline"). For clarity, the Debtor may object to a claim for purposes of allowance and distribution and other substantive purposes in connection with filing an objection to such claim for voting purposes or after the Objection Deadline.

26. If an objection for voting purposes is filed on or before the Objection Deadline, the relevant claimant will not be entitled to vote on the Plan, unless such claimant files a motion on or before November 27, 2013 (the "Temporary Allowance Deadline"), seeking temporary allowance of its claim for voting purposes only and obtains an order from the Court granting such motion, or such objection is withdrawn. The Debtor will serve on each respective claimant with a notice that, in order to vote on the Plan, the claimant must file a motion for temporary allowance by the Temporary Allowance Deadline. The Court will conduct a hearing beginning on [December 4, 2013] (the "Temporary Allowance Motion Hearing Date") to consider all temporary allowance motions. A temporary allowance motion is required to set forth with particularity the amount and classification at which such claimant believes its claim should be allowed for voting purposes or subscription purposes, as applicable, and the evidence in support of that belief, otherwise such motion shall be deemed invalid.

27. If this Court has not temporarily allowed all or a portion of such claim for voting purposes or subscription purposes, as applicable, pursuant to Bankruptcy Rule 3018(a) on or

before the Temporary Allowance Motion Hearing Date, (i) such claim shall not be counted for voting purposes.

28. If a creditor reaches an agreement with the Debtor as to the amount and classification of its otherwise disputed claim, for voting purposes, (i) a stipulation setting forth that agreement may be presented to the Court for approval by notice of a proposed stipulation and order at or before the Confirmation Hearing; and (ii) subject to the Court's approval such claim will be counted for purposes of accepting or rejecting the Plan in the amount agreed to by the Debtor and such creditor in the stipulation.

29. Within 1 business day of (i) the entry of an order by the Court approving a creditor's motion for temporary allowance of its claim under Bankruptcy Rule 3018(a) for voting purposes or (ii) the creditor's provision to the Balloting Agent of the Debtor and a creditor's written agreement as to the amount and classification of the creditor's otherwise disputed claim for voting purposes or the withdrawal of the Debtor's objection, the Balloting Agent shall provide a Solicitation Package to such creditor. The provision of a Solicitation Package to a creditor pursuant to this Section shall not affect the Voting Deadline as to such Creditor.

30. Each ballot will permit holders of claims entitled to vote to accept or reject the Plan, subject to other applicable procedures set forth herein.

31. The authority of the signatory of each ballot to complete and execute the ballot shall be presumed (unless there is gross evidence to the contrary), but each such signatory shall certify that he or she has such authority.

32. A certificate with respect to the tabulation of votes shall be filed with this Court by the Balloting Agents on or before December 17, 2013.

33. With respect to a transferred claim to which Bankruptcy Rule 3001(e) applies, the transferee shall be entitled to (i) receive a Solicitation Package and cast a ballot on account of such claim only if (a) all actions necessary to effect the transfer of the claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Record Date or (b) the transferee files by the Record Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer.

34. The Debtor is authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

35. The Debtor is authorized to make nonmaterial or conforming changes to the Disclosure Statement, the Plan, the Ballot, the notices described herein and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package prior to their mailing.

EXHIBIT 2

Notice of Motion and Opportunity to Object

**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 |
| |) | |

**NOTICE OF MOTION FOR AN ORDER (I) APPROVING DISCLOSURE
STATEMENT; (II) APPROVING FORM AND MANNER OF NOTICE OF
CONFIRMATION HEARING; (III) ESTABLISHING PROCEDURES FOR FILING
OBJECTIONS TO CONFIRMATION OF DEBTOR'S PLAN; (IV) APPROVING
BALLOTING AGENT; (V) APPROVING SOLICITATION PACKAGE AND RELATED
PROCEDURES; (VI) SETTING VOTING RECORD DATE; (VII) APPROVING FORMS
OF BALLOTS; (VIII) ESTABLISHING VOTING DEADLINE; (IX) APPROVING
PROCEDURES FOR VOTE TABULATION; (X) ESTABLISHING DEADLINE AND
PROCEDURES FOR TEMPORARY ALLOWANCE OF CLAIMS; AND
(XI) APPROVING CERTAIN OTHER RELATED MATTERS**

On October 1, 2013, the Debtor in the above-referenced case filed its Motion For An Order (I) Approving Disclosure Statement; (II) Approving Form And Manner Of Notice Of Confirmation Hearing; (III) Establishing Procedures For Filing Objections To Confirmation Of Debtor's Plan; (IV) Approving Balloting Agent; (V) Approving Solicitation Package And Related Procedures; (VI) Setting Voting Record Date; (VII) Approving Forms Of Ballots; (VIII) Establishing Voting Deadline; (IX) Approving Procedures For Vote Tabulation; (X) Establishing Deadline And Procedures For Temporary Allowance Of Claims; And (XI) Approving Certain Other Related Matters (the "Motion").

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one.)

If you do not want the court to grant the relief sought in a motion, or if you want the court to consider your views on the Motion, within 28 days, you or your attorney must:

1. File with the court a written response or an answer, explaining your position at:¹

¹ Response or answer must comply with F. R. Civ. P. 8(b), (c) and (e)

United States Bankruptcy Court
211 W. Fort Street, Suite 2100
Detroit, MI 48226

If you mail your response to the court for filing, you must mail it early enough so the court will **receive** it on or before the date stated above. All attorneys are required to file pleadings electronically.

You must also mail a copy to:

Judy A. O'Neill, Esq.
Foley & Lardner LLP
500 Woodward Ave., Ste. 2700
Detroit, MI 48226

2. If a response or answer is timely filed and served, the clerk will schedule a hearing on the motion and you will be served with a notice of the date, time and location of the hearing.

If you or your attorney do not take these steps, the court may decide that you do not oppose the relief sought in the motion or objection and may enter an order granting that relief.

Date: October 1, 2013

FOLEY & LARDNER LLP

By: /s/ Judy A. O'Neill
Judy A. O'Neill (P32142)
John A. Simon (P61866)
Tamar N. Dolcourt (P73425)
500 Woodward Ave., Ste. 2700
Detroit, MI 48226
313.234.7100
joneill@foley.com
jsimon@foley.com
tdolcourt@foley.com

*Proposed Counsel for the Debtor and
Debtor-in-Possession*

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. |) | Hon. 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)
One Detroit Center
500 Woodward Ave., Suite 2700
Detroit, MI 48226-3489
(313) 234-7100 (Telephone)
(313) 234-2800 (Facsimile)

Proposed Counsel for the Debtor and Debtor in Possession

EXHIBIT 5

Affidavit

Not Applicable

EXHIBIT 6-A

Confirmation Hearing Notice

**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 |

**NOTICE OF (1) APPROVAL OF DISCLOSURE STATEMENT; (2) HEARING ON
CONFIRMATION OF PLAN; (3) DEADLINE AND PROCEDURES FOR FILING
OBJECTIONS TO CONFIRMATION OF PLAN; (4) VOTING RECORD DATE; (5)
VOTING DEADLINE FOR RECEIPT OF BALLOTS; AND (6) PROCEDURES FOR
TEMPORARY ALLOWANCE OF CLAIMS**

PLEASE TAKE NOTICE that the Debtor is soliciting votes with respect to the Debtor's Plan of Reorganization (as may be amended, the "Plan"), from holders of certain impaired claims who are (or may be) entitled to receive distributions under the Plan.

PLEASE TAKE FURTHER NOTICE that the Plan will be binding on all holders of claims against the Debtor should the Plan be confirmed by the United States Bankruptcy Court for the Eastern District of Michigan (the "Court").

PLEASE TAKE FURTHER NOTICE that the Court has signed an Order dated [INSERT] (the "Order", a copy of which is enclosed herewith), approving the Disclosure Statement of Groeb Farms, Inc. dated September 30, 2013 (as may be amended, the "Disclosure Statement") within the meaning of section 1125 of the Bankruptcy Code for use in soliciting acceptances or rejections of the Plan and providing, among other things, that:

1. Confirmation of Plan. A hearing to consider confirmation of the Plan (the "Confirmation Hearing"), will be held at [INSERT] (Prevailing Eastern Time) commencing on December 18, 2013 before the Honorable [INSERT], in the United States Bankruptcy Court for the Eastern District of Michigan, 211 West Fort Street, Detroit, Michigan 48226. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court or by notation on the official calendar of the Court for the date of the Confirmation Hearing, and the Plan may be further modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to parties in interest.

2. Objections to Confirmation. Any party in interest objecting to the Plan shall file objections ("Confirmation Objections") to the confirmation of the Plan on or before December 13, 2013. Any Confirmation Objection must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (c) set forth the name and address of the objecting party and the amount of the objecting party's claim or interest; (d)

state with particularity the grounds for the objection and the legal and factual bases therefor; (e) reference with specificity the text of the Plan to which objection is made, including proposed language to be added to the Plan or existing language in the Plan to be modified or deleted to resolve such objection; (f) be filed with the Court at the Office of the Clerk of the Court, United States Bankruptcy Court for the Eastern District of Michigan, 211 West Fort Street, Detroit, MI 48226; and (g) be served by so as to be ACTUALLY RECEIVED no later than 4:00 p.m. (Prevailing Eastern Time) on December 13, 2013 by the following parties: (i) the Debtor, in care of counsel, Judy A. O'Neill, Esq. and John A. Simon, Esq., Foley & Lardner LLP, One Detroit Center, 500 Woodward Avenue, Suite 2700, Detroit, MI 48226; (iii) Joe Mack, Esq. and [INSERT], Office of the United States Trustee, 211 West Fort Street, Suite 700, Detroit, MI 48226; (iv) Counsel to the Debtor's DIP Lender, Ray Schrock, Esq., Kirkland & Ellis, LLP, 601 Lexington Avenue New York, NY 10022, and Jeffrey Pawlitz, Esq., Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654, and Robert Hertzberg, Esq., Pepper Hamilton LLP, 4000 Town Center, Suite 1800, Southfield, MI 48075; and (v) Counsel to the Official Committee of Unsecured Creditors, [INSERT]. **Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.**

3. Record Date. Notwithstanding anything to the contrary in the Federal Rules of Bankruptcy Procedure, November 5, 2013 (the "Record Date"), shall be the record date for determining the creditors and equity security holders entitled to receive solicitation packages.

4. Voting Deadline. To be counted, ballots accepting or rejecting each the Debtor's Plan must be RECEIVED by December 13, 2013 at 4:00 p.m. (Prevailing Eastern Time) (the "Voting Deadline") by the Balloting Agent (as described in the Ballot). Ballots may NOT be cast by facsimile transmission. Ballots that are not received by the Voting Deadline will not be counted.

5. Temporary Allowance Motion Deadline. Pursuant to Federal Rule of Bankruptcy Procedure 3018(a), and except as otherwise noted in the Order, November 27, 2013 at 4:00 p.m. (Prevailing Eastern Time) (the "Temporary Allowance Motion Deadline") is fixed as the last date and time for filing and serving motions pursuant to Fed. R. Bankr. P. 3018(a) ("Temporary Allowance Motions") seeking temporary allowance of claims for the purpose of voting to accept or reject the Plan. Temporary Allowance Motions must be filed and served so that they are RECEIVED no later than the Temporary Allowance Motion Deadline. Temporary Allowance Motions that are not timely filed and served shall not be considered and the claims referred to therein shall not be counted in determining whether any Plan has been accepted or rejected.

6. Parties in Interest Not Entitled to Vote. Holders of unimpaired claims, holders of claims or interests in a class that is not entitled to receive any distribution under the Plan, and any creditor whose claim is listed on the Debtor's Schedules as Contingent, Unliquidated, or Disputed, and who have not filed a proof of claim by the Bar Date are not entitled to vote on the Plan.

7. Copies; Additional Information. Copies of the Plan, the Disclosure Statement, the Order and pleadings and orders in the Debtor's cases are publicly available for review at the Office of the Clerk, United States Bankruptcy Court for the Eastern District of

Michigan, 211 West Fort Street, Detroit, MI 48226. Copies of the Disclosure Statement, the Plan and the Order also may be obtained at the website of the Debtor's claims and noticing agent, www.kccllc.net/groebfarms, free of charge. The Debtor will file all Exhibits to the Plan that will not be otherwise attached to the Plan or the Disclosure Statement, and the Plan Supplement, as filed with the Court, on or before seven (7) days before the Voting Deadline, (the "Plan Supplement Filing Date"). After the Plan Supplement Filing Date, copies of Exhibits to the Plan, appendices to the Disclosure Statement, and the Plan Supplement will be available at www.kccllc.net/groebfarms, free of charge. Any party in interest wishing to obtain information about the solicitation procedures should contact the Debtor's claims and noticing agent by telephone: for callers in the US and Canada, the toll-free number is 877-725-7539, for international parties, the number is 424-236-7247.

Dated: [INSERT]

BY ORDER OF THE UNITED STATES
BANKRUPTCY COURT

Judy A. O'Neill (P32142)
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)

*Proposed Counsel for the Debtor and Debtor
in Possession*

EXHIBIT 6-B

Notice to Fully Satisfied Creditors

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

In re:

GROEB FARMS, INC.,

Debtor.

Case No. 13-58200

Hon. Walter Shapero

Chapter 11

NOTICE OF NON-VOTING CREDITORS

**TO: ALL HOLDERS OF CLAIMS IN THE ABOVE-CAPTIONED CHAPTER 11
CASES THAT ARE FULLY SATISFIED AND NOT ENTITLED TO VOTE ON THE
PLAN**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. **Approval of the Disclosure Statement.** On October 1, 2013, Groeb Farms, Inc., the debtor and debtor in possession in the above-captioned chapter 11 cases (the “Debtor”) filed its Plan of Reorganization (as may be amended from time to time, the “Plan”) and the accompanying Disclosure Statement (as may be amended from time to time, the “Disclosure Statement”).¹ The Bankruptcy Court for the Eastern District of Michigan (the “Bankruptcy Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [INSERT] (the “Disclosure Statement Order).

2. **Non-Voting Classes.** Holders of Other Priority Claims (Class 1), holders of Other Secured Claims (Class 2), and holders of Unsecured Convenience Class Claims (Class 5C) are deemed to have accepted the Plan and are, therefore, not entitled to vote.

3. **Treatment of Claims and Interests Under the Plan.** Under the Plan, the ten Classes of Claims and Equity Interests will receive the following treatment:

- Class 1 Other Priority Claims will be paid in full.
- Class 2 Other Secured Claims will be satisfied at the discretion of the Senior Lender Affiliate in full by either (i) full payment in cash, reinstatement pursuant to Section 1124 of the Bankruptcy Code, the return of such creditor’s collateral, any other such consideration which renders it unimpaired.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Disclosure Statement.

- Class 3 Senior Loan Claims will receive (i) cash in satisfaction of any Allowed Senior Loan Claim in excess of \$3,000,000; and (ii) a pro rata share of the New Equity pursuant to the New Equity Distribution Calculation.
- Class 4 Senior Subordinated Note Claims will receive a pro rata share of the New Subordinated Notes and New Warrants.
- Class 5A Trade Claims will receive either full payment of its claim upon executing a New Trade Agreement with the Reorganized Debtor over 18 months, or a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust.
- Class 5B Other General Unsecured Claims will receive a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust, unless a claimant in this class agrees to become an Unsecured Convenience Class Claim.
- Class 5C Unsecured Convenience Class Claims will be paid in full.
- Class 6 Section 510(b) Claims will be cancelled upon the Effective Date with no distribution to the holders of such claims.
- Class 7 Existing Equity Interests will be cancelled upon the Effective Date with no distribution to the holders of such interests.

4. The Confirmation Hearing Date. The hearing (“Confirmation Hearing”) on the final approval of this Disclosure Statement will be consolidated with the hearing on the confirmation of the Plan, which hearing has been set for [INSERT] at [INSERT] a.m./p.m. (EST) at the U.S. Bankruptcy Court for the Eastern District of Michigan located at Courtroom [INSERT], 211 West Fort Street, Detroit, MI 48226. The Confirmation Hearing may be adjourned from time to time without further notice except for an announcement of the adjourned date made at the hearing.

5. Confirmation Objection Deadline. The deadline for filing objections to confirmation of the Plan is December 13, 2013 at 4:00 p.m. (EST) (the “Confirmation Objection Deadline”).

6. Objections to the Plan. All objections, if any, to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules, and any orders of the Bankruptcy Court; (c) state the name and address of the objecting party; (d) state with particularity the basis and nature of any objection to the Plan and the proposed language to remedy such objection; and (e) be filed with the Bankruptcy Court and served so that it is **actually received** on or prior to the Confirmation Objection Deadline by the following parties:

- a. To the Debtor: in care of Foley & Lardner, LLP, 500 Woodward Ave., Suite 2700, Detroit, MI 48226, attention Judy A. O'Neill and John A. Simon
- b. To the DIP Lender: in care of Ray Schrock, Esq., Kirkland & Ellis, LLP, 601 Lexington Avenue New York, NY 10022, and Jeffrey Pawlitz, Esq., Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654, and Robert Hertzberg, Esq., Pepper Hamilton LLP, 4000 Town Center, Suite 1800, Southfield, MI 48075
- c. To the Official Committee of Unsecured Creditors: [INSERT]
- d. The Office of the United States Trustee, 211 W. Fort Street, Suite 700, Detroit, MI 48226, attention [INSERT].

7. Obtaining Solicitation Materials. Non-voting creditors may obtain copies of solicitation materials by: (a) writing to Kurtzman Carson Consultants, LLC at 2335 Alaska Avenue, El Segundo, CA 90245; (b) downloading such documents (excluding the Ballots), **free of charge**, from the Debtor's restructuring website at www.kccllc.net/groebfarms; or (c) visiting the Bankruptcy Court's website at <http://www.mieb.uscourts.gov>.

BINDING NATURE OF THE PLAN

THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE DEBTOR'S BANKRUPTCY CASE, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.

Dated: October __, 2013
Detroit, Michigan

FOLEY & LARDNER LLP

/s/ Judy A. O'Neill
Judy A. O'Neill (P32142)
Tamar N. Dolcourt (P73425)
One Detroit Center
500 Woodward Ave., Suite 2700
Detroit, MI 48226-3489
(313) 234-7100 (Telephone)
(313) 234-2800 (Facsimile)

Proposed Counsel for the Debtor and Debtor in Possession

EXHIBIT 6C

Notice to Fully Impaired Creditors

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

In re:

GROEB FARMS, INC.,

Debtor.

Case No. 13-58200

Hon. Walter Shapero

Chapter 11

NOTICE OF NON-VOTING CREDITORS

**TO: ALL HOLDERS OF CLAIMS IN THE ABOVE-CAPTIONED CHAPTER 11
CASES THAT ARE FULLY IMPAIRED AND NOT ENTITLED TO VOTE ON THE
PLAN**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. **Approval of the Disclosure Statement.** On October 1, 2013, Groeb Farms, Inc., the debtor and debtor in possession in the above-captioned chapter 11 cases (the “Debtor”) filed its Plan of Reorganization (as may be amended from time to time, the “Plan”) and the accompanying Disclosure Statement (as may be amended from time to time, the “Disclosure Statement”).¹ The Bankruptcy Court for the Eastern District of Michigan (the “Bankruptcy Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [INSERT] (the “Disclosure Statement Order”).

2. **Non-Voting Classes.** Holders of 510(b) Claims (Class 6) and holders of equity interests (Class 7) are deemed to have rejected the Plan and are, therefore, not entitled to vote.

3. **Treatment of Claims and Interests Under the Plan.** Under the Plan, the ten Classes of Claims and Equity Interests will receive the following treatment:

- Class 1 Other Priority Claims will be paid in full.
- Class 2 Other Secured Claims will be satisfied at the discretion of the Senior Lender Affiliate in full by either (i) full payment in cash, reinstatement pursuant to Section 1124 of the Bankruptcy Code, the return of such creditor’s collateral, any other such consideration which renders it unimpaired.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Disclosure Statement.

- Class 3 Senior Loan Claims will receive (i) cash in satisfaction of any Allowed Senior Loan Claim in excess of \$3,000,000; and (ii) a pro rata share of the New Equity pursuant to the New Equity Distribution Calculation.
- Class 4 Senior Subordinated Note Claims will receive a pro rata share of the New Subordinated Notes and New Warrants.
- Class 5A Trade Claims will receive either full payment of its claim upon executing a New Trade Agreement with the Reorganized Debtor over 18 months, or a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust.
- Class 5B Other General Unsecured Claims will receive a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust, unless a claimant in this class agrees to become an Unsecured Convenience Class Claim.
- Class 5C Unsecured Convenience Class Claims will be paid in full.
- Class 6 Section 510(b) Claims will be cancelled upon the Effective Date with no distribution to the holders of such claims.
- Class 7 Existing Equity Interests will be cancelled upon the Effective Date with no distribution to the holders of such interests.

4. The Confirmation Hearing Date. The hearing (“Confirmation Hearing”) on the final approval of this Disclosure Statement will be consolidated with the hearing on the confirmation of the Plan, which hearing has been set for [INSERT] at [INSERT] a.m./p.m. (EST) at the U.S. Bankruptcy Court for the Eastern District of Michigan located at Courtroom [INSERT], 211 West Fort Street, Detroit, MI 48226. The Confirmation Hearing may be adjourned from time to time without further notice except for an announcement of the adjourned date made at the hearing.

5. Confirmation Objection Deadline. The deadline for filing objections to confirmation of the Plan is December 13, 2013 at 4:00 p.m. (EST) (the “Confirmation Objection Deadline”).

6. Objections to the Plan. All objections, if any, to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules, and any orders of the Bankruptcy Court; (c) state the name and address of the objecting party; (d) state with particularity the basis and nature of any objection to the Plan and the proposed language to remedy such objection; and (e) be filed with the Bankruptcy Court and served so that it is **actually received** on or prior to the Confirmation Objection Deadline by the following parties:

- To the Debtor: in care of Foley & Lardner, LLP, 500 Woodward Ave., Suite 2700, Detroit, MI 48226, attention Judy A. O’Neill and John A. Simon

- b. To the DIP Lender: in care of Ray Schrock, Esq., Kirkland & Ellis, LLP, 601 Lexington Avenue New York, NY 10022 , and Jeffrey Pawlitz, Esq., Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654, and Robert Hertzberg, Esq., Pepper Hamilton LLP, 4000 Town Center, Suite 1800, Southfield, MI 48075
- c. To the Official Committee of Unsecured Creditors: [INSERT]
- d. The Office of the United States Trustee, 211 W. Fort Street, Suite 700, Detroit, MI 48226, attention [INSERT].

7. **Obtaining Solicitation Materials.** Non-voting creditors may obtain copies of solicitation materials by: (a) writing to Kurtzman Carson Consultants, LLC at 2335 Alaska Avenue, El Segundo, CA 90245; (b) downloading such documents (excluding the Ballots), **free of charge**, from the Debtor's restructuring website at www.kccllc.net/groebfarms; or (c) visiting the Bankruptcy Court's website at <http://www.mieb.uscourts.gov>.

BINDING NATURE OF THE PLAN

THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE DEBTOR'S BANKRUPTCY CASE, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.

Dated: October __, 2013
Detroit, Michigan

FOLEY & LARDNER LLP

/s/ Judy A. O'Neill

Judy A. O'Neill (P32142)

Tamar N. Dolcourt (P73425)

One Detroit Center

500 Woodward Ave., Suite 2700

Detroit, MI 48226-3489

(313) 234-7100 (Telephone)

(313) 234-2800 (Facsimile)

Proposed Counsel for the Debtor and Debtor in Possession

EXHIBIT 6D

Notice to Contingent, Unliquidated and Disputed Creditors

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

In re:

GROEB FARMS, INC.,

Debtor.

Case No. 13-58200

Hon. Walter Shapero

Chapter 11

NOTICE OF NON-VOTING CREDITORS

**TO: ALL HOLDERS OF CLAIMS IN THE ABOVE-CAPTIONED CHAPTER 11
CASES WITH CONTINGENT, UNLIQUIDATED, OR DISPUTED CLAIMS WHO ARE
NOT ENTITLED TO VOTE ON THE PLAN**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. **Approval of the Disclosure Statement.** On October 1, 2013, Groeb Farms, Inc., the debtor and debtor in possession in the above-captioned chapter 11 cases (the “Debtor”) filed its Plan of Reorganization (as may be amended from time to time, the “Plan”) and the accompanying Disclosure Statement (as may be amended from time to time, the “Disclosure Statement”).¹ The Bankruptcy Court for the Eastern District of Michigan (the “Bankruptcy Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [INSERT] (the “Disclosure Statement Order”).

2. **Contingent, Unliquidated, or Disputed Claimholders Not Entitled To Vote.** Holders of which the Debtor scheduled as disputed, unliquidated or contingent or which is scheduled as zero or unknown in amount, and (b) who did not or do not timely file a proof of claim before the applicable bar date are not entitled to vote on the Plan.

3. **Treatment of Claims and Interests Under the Plan.** Under the Plan, the ten Classes of Claims and Equity Interests will receive the following treatment:

- Class 1 Other Priority Claims will be paid in full.
- Class 2 Other Secured Claims will be satisfied at the discretion of the Senior Lender Affiliate in full by either (i) full payment in cash, reinstatement

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Disclosure Statement.

pursuant to Section 1124 of the Bankruptcy Code, the return of such creditor's collateral, any other such consideration which renders it unimpaired.

- Class 3 Senior Loan Claims will receive (i) cash in satisfaction of any Allowed Senior Loan Claim in excess of \$3,000,000; and (ii) a pro rata share of the New Equity pursuant to the New Equity Distribution Calculation.
- Class 4 Senior Subordinated Note Claims will receive a pro rata share of the New Subordinated Notes and New Warrants.
- Class 5A Trade Claims will receive either full payment of its claim upon executing a New Trade Agreement with the Reorganized Debtor over 18 months, or a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust.
- Class 5B Other General Unsecured Claims will receive a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust, unless a claimant in this class agrees to become an Unsecured Convenience Class Claim.
- Class 5C Unsecured Convenience Class Claims will be paid in full.
- Class 6 Section 510(b) Claims will be cancelled upon the Effective Date with no distribution to the holders of such claims.
- Class 7 Existing Equity Interests will be cancelled upon the Effective Date with no distribution to the holders of such interests.

4. The Confirmation Hearing Date. The hearing ("Confirmation Hearing") on the final approval of this Disclosure Statement will be consolidated with the hearing on the confirmation of the Plan, which hearing has been set for [INSERT] at [INSERT] a.m./p.m. (EST) at the U.S. Bankruptcy Court for the Eastern District of Michigan located at Courtroom [INSERT], 211 West Fort Street, Detroit, MI 48226. The Confirmation Hearing may be adjourned from time to time without further notice except for an announcement of the adjourned date made at the hearing.

5. Confirmation Objection Deadline. The deadline for filing objections to confirmation of the Plan is December 13, 2013 at 4:00 p.m. (EST) (the "Confirmation Objection Deadline").

6. Objections to the Plan. All objections, if any, to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules, and any orders of the Bankruptcy Court; (c) state the name and address of the objecting party; (d) state with particularity the basis and nature of any objection to the Plan and the proposed language to remedy such objection; and (e) be filed with the Bankruptcy Court and served so that it is **actually received** on or prior to the Confirmation Objection Deadline by the following parties:

- a. To the Debtor: in care of Foley & Lardner, LLP, 500 Woodward Ave., Suite 2700, Detroit, MI 48226, attention Judy A. O'Neill and John A. Simon
- b. To the DIP Lender: in care of Ray Schrock, Esq., Kirkland & Ellis, LLP, 601 Lexington Avenue New York, NY 10022 , and Jeffrey Pawlitz, Esq., Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654, and Robert Hertzberg, Esq., Pepper Hamilton LLP, 4000 Town Center, Suite 1800, Southfield, MI 48075
- c. To the Official Committee of Unsecured Creditors: [INSERT]
- d. The Office of the United States Trustee, 211 W. Fort Street, Suite 700, Detroit, MI 48226, attention [INSERT].

7. **Obtaining Solicitation Materials.** Non-voting creditors may obtain copies of solicitation materials by: (a) writing to Kurtzman Carson Consultants, LLC at 2335 Alaska Avenue, El Segundo, CA 90245; (b) downloading such documents (excluding the Ballots), **free of charge**, from the Debtor's restructuring website at www.kccllc.net/groebfarms; or (c) visiting the Bankruptcy Court's website at <http://www.mieb.uscourts.gov>.

BINDING NATURE OF THE PLAN

THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE DEBTOR'S BANKRUPTCY CASE, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.

Dated: October ___, 2013
Detroit, Michigan

FOLEY & LARDNER LLP

/s/ Judy A. O'Neill
Judy A. O'Neill (P32142)
Tamar N. Dolcourt (P73425)
One Detroit Center
500 Woodward Ave., Suite 2700
Detroit, MI 48226-3489
(313) 234-7100 (Telephone)
(313) 234-2800 (Facsimile)

Proposed Counsel for the Debtor and Debtor in Possession

EXHIBIT 6E

Form of Ballot

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

In re:

GROEB FARMS, INC.,

Case No. 13-58200

Debtor.

Hon. Walter Shapero

Chapter 11

**CLASS __ BALLOT FOR ACCEPTING OR REJECTING
DEBTOR'S PLAN OF REORGANIZATION**

Groeb Farms, Inc. (the "Debtor")¹ is proposing the Debtor's Plan of Reorganization pursuant to Chapter 11 of the Bankruptcy Code (the "Plan").

The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Kurtzman Carson Consultants, LLC at its website: www.kccllc.net/groebfarms.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your claim's classification and treatment under the Plan. Your claim has been placed in Class __ [INSERT FOOTNOTE FOR EACH CLAIM CLASS] under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.

After you complete the ballot below, make a copy for yourself and send your original ballot to

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

on or before 4:00 p.m. Pacific Time on December 13, 2013. If you do not submit the original ballot by that date and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

In the event the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

¹ Capitalized Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

ACKNOWLEDGEMENT OF RELEASE

I understand and acknowledge that the Plan contains releases as set forth in Article IX.

ACCEPTANCE OR REJECTION OF THE PLAN

«Creditor» (the «Creditor») is the holder of a Class __ claim against the Debtor. Creditor's Claim has a Temporary Allowed Amount of «Claim». The Temporary Allowed Amount is equal to the amount either scheduled by the Debtor, filed on the Creditor's Proof of Claim, agreed to between the Debtor and the Creditor, or otherwise ordered by the Court .

By voting to accept the Plan, you are agreeing to be bound by all of the terms and conditions of the Plan.

☐ YES, ACCEPTS THE PLAN

☐ NO, REJECTS THE PLAN

Dated: _____, 2013

Name of Creditor:

«Creditor»

Signature:

Title (if corporation, LLC,
partnership or other entity)

Address:

«Address1»

«Address2»

«City», «State» «Zip»