

**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

**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 Second Amended 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 November 12, 2013 (the "Order", a copy of which is enclosed herewith), approving the Second Amended Disclosure Statement of Groeb Farms, Inc. dated November 8, 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 2:00 p.m. (Prevailing Eastern Time) commencing on December 19, 2013 before the Honorable Walter Shapero, in the United States Bankruptcy Court for the Eastern District of Michigan, Courtroom 1042, located on the 10th Floor of the Theodore Levin Courthouse, 231 West Lafayette Street, Detroit, MI 48226. The hearing may be continued to December 20, 2013 at 10:00 a.m., if needed. The Confirmation Hearing may be further 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 5:00 p.m. prevailing Eastern time on 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; (ii) Joe Mack, Esq. and Kelley Callard, Esq., 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; (iv) Counsel to the Official Committee of Unsecured Creditors: Brad Sandler, Esq. and Shirley Cho, Esq., Pachulski Stang Ziehl & Jones, LLP, 919 North Market Street, 17th Floor, Wilmington, DE 19801, and Sheryl L. Toby, Esq. Dykema Gossett PLLC, 39577 Woodward Avenue, Suite 300 Bloomfield Hills, MI 48304; and (v) Counsel for the Senior Subordinated Debt Holders, Clinton E. Cutler, Fredrikson & Byron, P.A., 200 South Sixth Street, Suite 4000, Minneapolis, MN 55402.

**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, other than for creditors and equity security holders who are subject to a Bar Date other than the November 4, 2013 General Bar Date.

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 Pacific 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, December 6, 2013 (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 has not filed a proof of claim by the applicable 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](http://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](http://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: November 12, 2013

BY ORDER OF THE UNITED STATES  
BANKRUPTCY COURT