

**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

**DECLARATION OF ANDREW TURNBULL, WITH HOULIHAN LOKEY CAPITAL, INC.,  
FINANCIAL ADVISOR AND INVESTMENT BANKER FOR GROEB FARMS, INC., IN  
SUPPORT OF CONFIRMATION OF THE SECOND AMENDED PLAN OF  
REORGANIZATION OF GROEB FARMS, INC., PURSUANT TO CHAPTER 11 OF THE  
BANKRUPTCY CODE DATED NOVEMBER 8, 2013**

I, Andrew Turnbull, hereby declare that the following is true to the best of my knowledge, information and belief:

1. I am a Managing Director for Houlihan Lokey Capital, Inc. ("Houlihan Lokey"), a financial advisor and investment banker for Groeb Farms, Inc., the debtor and debtor in possession in the above-captioned Chapter 11 case (the "Debtor"). I am authorized to submit this Declaration as a retained advisor of the Debtor in support of confirmation of the Second Amended Plan of Reorganization of Groeb Farms, Inc., Pursuant to Chapter 11 of the Bankruptcy Code dated November 8, 2013 (the "Plan").

2. I am over 18 years of age and am fully competent to testify to the matters set forth in this Declaration.

3. Established in 1972, Houlihan Lokey is an international investment banking and financial advisory firm, with seventeen offices worldwide and more than eight hundred and fifty employees. Houlihan Lokey provides corporate finance and financial advisory services, as well as execution capabilities, in a variety of areas, including financial restructuring. In 2012,



Houlihan Lokey ranked as the No. 1 M&A advisor for U.S. transactions under \$1.5 billion, according to Thomson Reuters. The firm is one of the leading providers of M&A fairness opinions and has one of the largest worldwide financial restructuring practices of any investment bank. Houlihan Lokey annually serves more than 1,000 clients ranging from closely held companies to Global 500 corporations.

4. Through its Financial Restructuring Group, Houlihan Lokey is one of the leading advisors and investment bankers to financially distressed companies, both inside and outside of bankruptcy, as well as to bondholders, banks, other secured and unsecured creditors, Official Creditor Committees, acquirers, equity sponsors and other parties-in-interest involved with financially challenged companies. Houlihan Lokey's Financial Restructuring Group has approximately 160 professionals dedicated to providing restructuring and other financial services relating to distressed companies.

5. The Debtor retained Houlihan Lokey in July 2013 pursuant to an engagement letter agreement dated July 24, 2013, as amended August 6, 2013, to provide financial advisory and investment banking services in connection with the Debtor's strategic restructuring, reorganization, and/or recapitalization of all or a significant portion of the Debtor's outstanding indebtedness and/or a sale of all or substantially all of the Debtor's assets.

6. After being retained in July 2013, Houlihan Lokey's professionals, including myself, quickly became well-acquainted with the Debtor's business operations and capital structure.

7. Houlihan Lokey has extensive experience with financially challenged businesses like the Debtor's, and with the Chapter 11 process.

8. On November 8, 2013, the Bankruptcy Court<sup>1</sup> entered its *Order Authorizing Debtor's Application to Employ Houlihan Lokey Capital, Inc. Investment Banker Pursuant to 11 U.S.C. 327(a) and 328(a), Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 2014-1* (Dkt. No. 211).

9. I have in-depth knowledge of the Debtor's business, capital structure, operations, finances, assets and liabilities, and books and records, and the market within which the Debtor operates its business.

10. I am familiar with the Plan. I have reviewed the Plan, the exhibits to the Second Amended Disclosure Statement dated November 8, 2013 (the "Disclosure Statement") and am familiar with the facts alleged therein and restructuring proposed thereby. Except as otherwise indicated, I have personal knowledge of the matters set forth herein or have gained knowledge of such matters from the Debtor's employees, members of Houlihan Lokey's engagement team or other retained advisers with whom I am in contact in the ordinary course of my responsibilities as a financial advisor and investment banker for the Debtor and, if called as a witness, would testify as set forth herein.

11. In my opinion, implementing the Plan will maximize value for all of the Debtor's creditors and allow the Debtor to reorganize its business for the benefit of the estate and the Debtor's creditors. In my opinion, any failure to promptly implement the Plan would likely result in a decreased return to the Debtor's estate.

12. The Debtor's management, with assistance from Houlihan Lokey and other retained advisers, prepared the Debtor's financial projections (the "Financial Projections"),

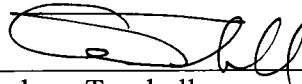
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<sup>1</sup> Any capitalized terms not defined herein shall have the meaning ascribed to them in the Plan.

attached as Exhibit D to the Second Amended Disclosure Statement dated November 8, 2013 (the "Disclosure Statement").

13. The Debtor's Financial Projections indicate that after the Effective Date of the Plan, the Debtor is reasonably assured to be able to meet its obligations under the Plan as they become due. Based on the facts and circumstances as they exist today, and consistent with the dealings with Peak Rock throughout this case, including discussions regarding the Exit Facility, I believe that the Debtor will be able to operate and meet its debt service obligations going forward. All cash payments under the Plan are funded by the Debtor's cash flow from ongoing operations, the DIP Facility, the Exit Facility and available insurance proceeds.

I SWEAR UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.



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Mr. Andrew Turnbull  
Managing Director  
Houlihan Lokey Capital, Inc.

Dated: December 19, 2013