

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

In re:

GROEB FARMS, INC.

Debtor.

) Chapter 11
)
)
) Case No. 13-58200
)
) Honorable Walter Shapero

**CERTIFICATION OF P. JOSEPH MORROW IV WITH RESPECT TO THE
TABULATION OF VOTES ON THE DEBTOR'S SECOND AMENDED PLAN OF
REORGANIZATION OF GROEB FARMS, INC., PURSUANT TO CHAPTER 11 OF THE
BANKRUPTCY CODE**

I, P. Joseph Morrow IV, depose and say under penalty of perjury:

1. I am a Director of Corporate Restructuring Services, employed by Kurtzman Carson Consultants LLC ("KCC"), whose business address is 2335 Alaska Avenue, El Segundo, California 90245. I am over the age of 18 and not a party to this action.

2. On October 4, 2013, the United States Bankruptcy Court for the Eastern District of Michigan (the "Court") entered the *Order Authorizing Engagement of Kurtzman Carson Consultants LLC as Claims, Noticing and Balloting Agent Nunc Pro Tunc to the Petition Date* [Docket No. 52].

3. On November 12, 2013, the Court entered the *Order (I) Approving Second Amended 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 [Docket No. 220] (the “Disclosure Statement Order”) establishing, among other things, certain solicitation and voting tabulation procedures.

4. KCC worked with the Debtor and its counsel and other professionals to solicit votes to accept or reject the *Second Amended Plan of Reorganization of Groeb Farms, Inc., Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 213] (the “Plan”) and to tabulate the ballots of creditors voting to accept or reject the Plan. Except as otherwise noted, I could and would testify to the following based upon my personal knowledge. I am authorized to submit this Certification on behalf of KCC.

5. KCC has considerable experience in soliciting and tabulating votes to accept or reject proposed chapter 11 plans.

A. Service and Transmittal of Solicitation Packages and Publication

6. On November 12, 2013, KCC caused to be served Solicitation Packages (as defined in the Disclosure Statement Order¹) on all known members of Classes 3, 4, 5A and 5B in accordance with the Disclosure Statement Order.

7. Additionally, on or before November 19, 2013, KCC caused to be served a Solicitation CD-Rom, Disclosure Statement Order, Notice of Correction and either a copy of the:

- a) Unimpaired Creditor Notice
- b) Non-Voting Status Notice; or
- c) Notice of Contingent, Unliquidated or Disputed Claim Status

to the parties in accordance with Disclosure Statement Order and the Confirmation Hearing Notice on the creditor matrix. A Certificate of Service evidencing the service of the foregoing

¹ Terms not otherwise described herein shall have the meanings ascribed to them in the Disclosure Statement Order.

was filed with the Court on December 3, 2013 [Docket No. 290].

8. On November 14, 2013 KCC caused the Confirmation Hearing Notice to be published in the Wall Street Journal. Additionally, on November 15, 2013 and November 17, 2013 KCC caused the Confirmation Hearing Notice to be published in the Detroit News/Detroit Free Press. Affidavits evidencing publication of the foregoing were filed with the Court on December 5, 2013 [Docket Nos. 295-297].

B. The Tabulation Process

9. The Disclosure Statement Order established November 5, 2013 as the record date (the “Record Date”) for determining which creditors and holders of interests were entitled to receive Solicitation Packages and, where applicable, vote on the Plan, other than with respect to creditors who were subject to a Bar Date other than the General Bar Date established by the Court [Docket No. 48], as provided in the Disclosure Statement Order. Pursuant to the Disclosure Statement Order, holders of claims in Class 3 (Senior Loan Claims), Class 4 (Senior Subordinated Note Claims), Class 5A (Trade Claims) and Class 5B (Other General Unsecured Claims) (collectively, the “Voting Classes”) were entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

10. Pursuant to the Disclosure Statement Order, KCC relied on the Debtor’s Schedules of Assets and Liabilities and the claims information pertaining to the Debtor’s Chapter 11 Case as reflected in KCC’s systems in order to identify the holders of claims entitled to vote to accept or reject the Plan.

11. Using the information outlined above, and with specific guidance and approval from Debtor’s counsel and other professionals, KCC created a voting database reflecting the names of holders in the Voting Classes, addresses of such holders, voting amounts and classification of Claims in the Voting Classes.

12. Using its KCC CaseView voting database (“KCC CaseView”), KCC generated ballots for holders of Claims entitled to vote to accept or reject the Plan. The Disclosure Statement Order established December 13, 2013 at 4:00 p.m. (prevailing Pacific Time) as the deadline for receiving ballots to accept or reject the Plan (the “Voting Deadline”). The Disclosure Statement Order also allowed the Debtor to accept ballots submitted after the Voting Deadline.

13. Pursuant to the Disclosure Statement Order, KCC received and tabulated ballots as follows: (a) each returned ballot was opened and inspected at KCC’s offices; (b) ballots were date-stamped and scanned into KCC CaseView; and (c) all ballots received on or before the Voting Deadline were then entered into KCC CaseView and tabulated in accordance with the tabulation rules outlined in the Disclosure Statement Order.

14. Pursuant to the Stipulation by and Among Debtor, the Official Committee of Unsecured Creditors, and Producer/Packer Claimants for an Order Allowing Claims for Voting Purposes Only [Docket No. 351] and the Stipulation by and Among Debtor, the Official Committee of Unsecured Creditors, and Proposed Class Representatives for an Order Allowing Claim for Voting Purposes Only [Docket No. 352] each entered on December 18, 2013, each of the ballots for claim numbers 132, 134, 136, 137, 138, 141, 142, 143, 144, 145, 146, 147, 148, 150, and 139 filed in Class 5B are deemed to have voted in favor of the plan. The relevant ballots are identified on Exhibit A-4.

15. Set forth below is a summary of the voting results with respect to the Voting Classes tabulated on a consolidated basis:

Total Ballots Received			
Accept		Reject	
Number	Amount	Number	Amount
Class 3 – Senior Loan Claims			
1 (100.00%)	\$ 16,570,949.08 (100.00%)	0 (0.00%)	\$0.00 (0.00%)
Class 4 – Senior Subordinated Note Claims			
4 (100.00%)	\$8,722,956.24 (100.00%)	0 (0.00%)	\$0.00 (0.00%)
Class 5A – Trade Claims			
31 (86.11%)	\$8,898,070.38 (98.94%)	5 (13.89%)	\$95,362.79 (1.06%)
Class 5B – Other General Unsecured Claims			
18 (100.00%)	\$201,848,971.17 (100.00%)	0 (0.00%)	\$0.00 (0.00%)

16. The final Ballot Report containing the consolidated summary Ballot Report of the Voting Classes is annexed hereto as Exhibit A. The detailed Ballot Reports for Voting Classes 3, 4, 5A and 5B are attached to this Certification as Exhibits A-1, A-2, A-3 and A-4, respectively.

C. The Unacceptable Ballots

17. Attached as Exhibit B to this Certification is a detailed report of any ballots that were not included in the tabulation above because they did not satisfy the requirements for a valid ballot as set forth in the Disclosure Statement Order for the reasons described below:

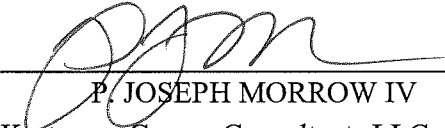
- (a) Any ballot received after the Voting Deadline, unless the Debtor consents
- (b) Any ballot cast by a creditor whose claim either is not listed, or is listed as “zero” or “unknown” amount (or similarly listed), or is listed as a disputed, contingent, or unliquidated claim, on the Schedules, for which no proof of claim was timely filed.

Conclusion

18. To the best of my knowledge, information and belief, the foregoing information

concerning the distribution, submission and tabulation of ballots in connection with the Plan is true. The ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

Dated: December 18, 2013



P. JOSEPH MORROW IV
Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245
Phone: (310) 823-9000

Exhibit A

Exhibit A

Groeb Farms, Inc.
Consolidated Summary Ballot Report
of Voting Classes

Class	Class Name	Total Members	Unacceptable Votes	Members Voted	Members Accepted	Members Rejected	Members Abstained	Percentage of Members Accepted	Percentage of Members Rejected	Total Amount in Class	Total Amount Voted	Amount Accepted	Amount Rejected	Amount Abstained	Percentage of Amount Accepted	Percentage of Amount Rejected
3	Senior Loan Claims	1	0	1	1	0	0	100.00	0.00	\$16,570,949.08	\$16,570,949.08	\$16,570,949.08	\$0.00	\$0.00	100.00	0.00
4	Senior Subordinated Note Claims	7	0	4	4	0	0	100.00	0.00	\$8,722,959.24	\$8,722,956.24	\$8,722,956.24	\$0.00	\$0.00	100.00	0.00
5A	Trade Claims	135	3	36	31	5	0	86.11	13.89	\$15,379,464.05	\$8,993,433.17	\$8,898,070.38	\$95,362.79	\$0.00	98.94	1.06
5B	Other General Unsecured Claims	495	9	18	18	0	0	100.00	0.00	\$203,092,002.32	\$201,848,971.17	\$201,848,971.17	\$0.00	\$0.00	100.00	0.00

Exhibit A-1

Exhibit A-1

**Groeb Farms, Inc.
Detailed Ballot Report for Class 3**

Ballot Number	Date Filed	Name	Class	Voting Amount	Vote
12	12/03/2013	HC Capital Holdings 0909A, LLC	Class 3 - Senior Loan Claims	\$16,570,949.08	Accept

Exhibit A-2

Exhibit A-2

**Groeb Farms, Inc.
Detailed Ballot Report for Class 4**

Ballot Number	Date Filed	Name	Class	Voting Amount	Vote
32	12/12/2013	ARGOSY INVESTMENT PARTNERS III, LP	Class 4 - Senior Subordinated Note Claims	\$3,367,239.91	Accept
18	12/10/2013	HORIZON CAPITAL PARTNERS III, L.P.	Class 4 - Senior Subordinated Note Claims	\$1,464,781.75	Accept
19	12/10/2013	Horizon Partners, Ltd.	Class 4 - Senior Subordinated Note Claims	\$74,729.35	Accept
55	12/13/2013	MARQUETTE CAPITAL FUND I LP	Class 4 - Senior Subordinated Note Claims	\$3,816,205.23	Accept

Exhibit A-3

Exhibit A-3

**Groeb Farms, Inc.
Detailed Ballot Report for Class 5A**

Ballot Number	Date Filed	Name	Class	Voting Amount	Vote
47	12/13/2013	A BETTER VIEW STRATEGIC CONSULTING LLC	Class 5A - Trade Claims	\$104,064.51	Accept
58	12/13/2013	ACCURATE INGREDIENTS, INC.	Class 5A - Trade Claims	\$68,861.68	Accept
25	12/10/2013	BATORY FOODS	Class 5A - Trade Claims	\$38,026.20	Reject
26	12/11/2013	BEELOGIC ENTERPRISES	Class 5A - Trade Claims	\$178,675.75	Accept
46	12/13/2013	Bees Brothers, LLC	Class 5A - Trade Claims	\$1,981,710.09	Accept
54	12/13/2013	BERLIN PACKAGING LLC	Class 5A - Trade Claims	\$496,695.90	Accept
21	12/10/2013	Buoye Honey Co.	Class 5A - Trade Claims	\$786,205.55	Accept
23	12/10/2013	BWB HONEY	Class 5A - Trade Claims	\$258,372.98	Accept
30	12/12/2013	CALDIC USA INC.	Class 5A - Trade Claims	\$11,659.65	Accept
40	12/13/2013	CIT Technology Financing Services, Inc.	Class 5A - Trade Claims	\$1,070.55	Reject
33	12/12/2013	Citrofrut SA de CV	Class 5A - Trade Claims	\$517,539.99	Accept
4	11/27/2013	DEVINE + PARTNERS	Class 5A - Trade Claims	\$1,932.00	Accept
20	12/10/2013	ESTES FORWARDING WORLDWIDE TRUCKLOAD	Class 5A - Trade Claims	\$58,075.00	Accept
37	12/13/2013	Fort Dearborn Company	Class 5A - Trade Claims	\$17,097.14	Reject
22	12/10/2013	GLOBAL EXECUTIVE SOLUTIONS GROUP PLLC	Class 5A - Trade Claims	\$10,560.00	Accept
59	12/13/2013	Greenberg Traurig	Class 5A - Trade Claims	\$27,252.05	Reject
7	11/27/2013	GROUP O PACKAGING SOLUTIONS	Class 5A - Trade Claims	\$8,571.44	Accept
61	12/13/2013	GRUPO BERHFER, S.A. de C.V.	Class 5A - Trade Claims	\$153,048.33	Accept
2	11/27/2013	KNIGHT CORPORATION	Class 5A - Trade Claims	\$7,672.39	Accept
57	12/13/2013	Little Bee Impex Kashmir Apiaries Exports Thapar, Inc. World Food Basket Inc	Class 5A - Trade Claims	\$1,784,375.00	Accept
56	12/13/2013	Naiman S.A. (Naiman Foods)	Class 5A - Trade Claims	\$659,308.67	Accept
44	12/13/2013	NATURAL HONEY IMPORTERS	Class 5A - Trade Claims	\$213,112.02	Accept
6	11/27/2013	Navistar Leasing Company	Class 5A - Trade Claims	\$173,099.99	Accept
5	11/27/2013	ONSTED COMMUNITY SCHOOLS	Class 5A - Trade Claims	\$0.00	Accept
34	12/12/2013	Package Design Global	Class 5A - Trade Claims	\$8,733.00	Accept
38	12/13/2013	Raley Industrial Sales, LLC	Class 5A - Trade Claims	\$38,821.18	Accept
60	12/13/2013	RIDGELINE	Class 5A - Trade Claims	\$14,202.38	Accept
17	12/09/2013	SARAHIMPEX	Class 5A - Trade Claims	\$336,465.91	Accept
36	12/12/2013	SLOAN SALES, INC.	Class 5A - Trade Claims	\$54,437.13	Accept
39	12/13/2013	SPECIALTY PRODUCTS & TECH, INC	Class 5A - Trade Claims	\$107,160.00	Accept
45	12/13/2013	STETLER, DUFFY & ROTERT, LTD	Class 5A - Trade Claims	\$11,916.85	Reject
1	11/22/2013	THE CRAFT AGENCY, INC	Class 5A - Trade Claims	\$181,239.48	Accept
13	12/03/2013	TONY LALONDE SALES PRT	Class 5A - Trade Claims	\$193,489.76	Accept
35	12/12/2013	TRICORBRAUN	Class 5A - Trade Claims	\$169,247.00	Accept
64	12/16/2013	United Bank & Trust, Trustee of the Ernest L. Groeb Jr. Trust B	Class 5A - Trade Claims	\$7,500.00	Accept
48	12/13/2013	Vicentin S.A.I.C. Sucursal Uruguay	Class 5A - Trade Claims	\$313,233.60	Accept

Exhibit A-4

Exhibit A-4

**Groeb Farms, Inc.
Detailed Ballot Report for Class 5B**

Ballot Number	Date Filed	Name	Class	Voting Amount	Vote	Footnote
68	12/18/2013	ADEE HONEY FARMS, ET AL V. GROEB FARMS, ET AL	Class 5B - Other General Unsecured Claims	\$189,200,000.00	Accept	1
41	12/13/2013	Bauer Honey, Inc.	Class 5B - Other General Unsecured Claims	\$1,587,600.00	Accept	2
11	11/29/2013	Bernard Casavan d/b/a Casavan Apiaries	Class 5B - Other General Unsecured Claims	\$344,310.75	Accept	2
63	12/16/2013	Blake Shook d/b/a Desert Creek Honey	Class 5B - Other General Unsecured Claims	\$116,022.85	Accept	2
49	12/13/2013	Brett Adee d/b/a Adee Honey Farms	Class 5B - Other General Unsecured Claims	\$1,470,574.01	Accept	2
27	12/12/2013	Chris Moore d/b/a Moores Honey Farm	Class 5B - Other General Unsecured Claims	\$424,163.72	Accept	2
53	12/13/2013	Cox Honey of Utah, LLC	Class 5B - Other General Unsecured Claims	\$200,589.95	Accept	2
31	12/12/2013	Dans Honey Co.	Class 5B - Other General Unsecured Claims	\$182,739.38	Accept	2
67	12/16/2013	E. Jeanne Groeb Living Trust	Class 5B - Other General Unsecured Claims	\$1.00	Accept	
66	12/16/2013	Ernest Groeb	Class 5B - Other General Unsecured Claims	\$1.00	Accept	
51	12/13/2013	Heavens Honey, Inc., d/b/a Bennetts Honey Farm	Class 5B - Other General Unsecured Claims	\$1,160,932.50	Accept	2
52	12/13/2013	Heavens Honey, Inc., d/b/a Chips Bees	Class 5B - Other General Unsecured Claims	\$267,091.97	Accept	2
43	12/13/2013	Kallas Honey Farm, Inc.	Class 5B - Other General Unsecured Claims	\$3,502,854.18	Accept	2
50	12/13/2013	Kelvin Adee d/b/a Adee Honey Farms	Class 5B - Other General Unsecured Claims	\$1,470,574.01	Accept	2
29	12/12/2013	Rubys Apiaries, Inc.	Class 5B - Other General Unsecured Claims	\$1,060,241.85	Accept	2
65	12/16/2013	Troy Groeb	Class 5B - Other General Unsecured Claims	\$1.00	Accept	
8	11/27/2013	William H. Perry d/b/a Perry Apiaries	Class 5B - Other General Unsecured Claims	\$396,900.00	Accept	2
24	12/12/2013	Wind River Honey Company	Class 5B - Other General Unsecured Claims	\$464,373.00	Accept	2

(1) Ballot deemed to have accepted the plan pursuant to the Stipulation by and Among Debtor, the Official Committee of Unsecured Creditors, and Proposed Class Representatives for an Order Allowing Claim for Voting Purposes Only [Docket No. 352].

(2) Ballot deemed to have accepted the plan pursuant to the Stipulation by and Among Debtor, the Official Committee of Unsecured Creditors, and Producer/Packer Claimants for an Order Allowing Claims for Voting Purposes Only [Docket No. 351] .

Exhibit B

Exhibit B**Groeb Farms, Inc.
Report for Unacceptable Ballots**

Ballot Number	Date Filed	Name	Class	Voting Amount	Vote	Reason Unacceptable
42	12/13/2013	C-Bees	Class 5B - Other General Unsecured Claims	\$0.00	Unacceptable	Not Entitled to Vote - CUD Schedule
16	12/05/2013	Clinton Fudge	Class 5B - Other General Unsecured Claims	\$0.00	Unacceptable	Not Entitled to Vote - CUD Schedule
10	11/27/2013	Good Earth Honey	Class 5B - Other General Unsecured Claims	\$0.00	Unacceptable	Not Entitled to Vote - CUD Schedule
9	11/27/2013	J & Ds Honeybees	Class 5B - Other General Unsecured Claims	\$0.00	Unacceptable	Not Entitled to Vote - CUD Schedule
3	11/27/2013	Jim Doan 2014 - 1st term	Class 5B - Other General Unsecured Claims	\$0.00	Unacceptable	Not Entitled to Vote - CUD Schedule
15	12/03/2013	Mark Cooper	Class 5B - Other General Unsecured Claims	\$0.00	Unacceptable	Not Entitled to Vote - CUD Schedule
28	12/12/2013	Moores Honey Farm	Class 5B - Other General Unsecured Claims	\$0.00	Unacceptable	Not Entitled to Vote - CUD Schedule
62	12/16/2013	QUIK PICK EXPRESS, LLC	Class 5A - Trade Claims	\$8,719.85	Unacceptable	Late Filed
14	12/03/2013	Stromme Honey	Class 5B - Other General Unsecured Claims	\$0.00	Unacceptable	Not Entitled to Vote - CUD Schedule