

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

In re:	)	Chapter 11
	)	
GROEB FARMS, INC.,	)	Case No. 13-58200-wsd
	)	Honorable Walter Shapero
Debtor.	)	
Official Committee of Unsecured Creditors of	)	
Groeb Farms, Inc.,	)	
	)	
Plaintiff,	)	
v.	)	Adv. Proc. No. 13-5410-wsd
	)	
Troy Groeb, Ernest L. Groeb, E. Jeanne Groeb	)	
Living Trust, Groeb Farms LLC, Ernest L.	)	
Groeb Jr. Trust B,	)	
	)	
Defendants.	)	

**SECOND STIPULATION BY AND AMONG PLAINTIFF AND  
DEFENDANTS EXTENDING TIME TO RESPOND TO COMPLAINT**

This Stipulation (the “Second Stipulation”) is entered into by and among Ernest L. Groeb, Jr. (“E. Groeb”), Troy Groeb (“T. Groeb”), Groeb Farms, LLC (“Groeb LLC”), the E. Jeanne Groeb Living Trust (“JG Trust”), and the Ernest L. Groeb Jr. Trust B (“EG Trust”, and collectively with E. Groeb, T. Groeb, Groeb LLC, and the JG Trust, the “Groeb Parties”), on the one hand, and the General Unsecured Claims Litigation Trustee (the “GUC Trustee”), on the other hand.

**WHEREAS**, on December 5, 2013, the Official Committee of Unsecured Creditors (the “Committee”) in the above captioned bankruptcy case (Case No. 13-58200-wsd) filed an adversary proceeding (Case No. 13-05410) against the Groeb Parties and certain others,



seeking, among other things, equitable subordination and recharacterization of certain claims filed by the Groeb Parties (the “Equitable Subordination Complaint”); and

**WHEREAS**, in accordance with the terms of the Debtor’s Second Amended Plan of Reorganization, confirmed in Case No. 13-58200-wsd, the General Unsecured Claims Litigation Trust<sup>1</sup> was created for the purpose, among other things, of pursuing or liquidating the General Unsecured Claims Litigation Trust Assets, distributing the General Unsecured Claims Litigation Trust Distributable Proceeds if any, and reconciling and objecting to General Unsecured Claims as provided for in the Plan. The GUC Trustee has the power to act on behalf of the GUC Trust; and

**WHEREAS**, the parties previously extended the deadline to respond to the Equitable Subordination Complaint to September 15, 2014 pursuant to a certain stipulation by and among Plaintiff and Defendants extending time to respond to Complaint (the “First Stipulation”); and

**WHEREAS**, the Court approved the First Stipulation on March 20, 2014 [Adv. Docket No. 18]; and

**WHEREAS**, the parties hereto desire to further extend the deadline to respond to the Equitable Subordination Complaint;

**NOW, THEREFORE**, in full consideration of the foregoing and of the mutual agreements contained herein, and intending to be legally bound, the Parties agree as follows:

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<sup>1</sup> Capitalized terms not defined herein have the meanings given to them in the Plan.

**1. Groeb Parties' Response Deadline**

The Deadline for the Groeb Parties to respond to the Equitable Subordination Complaint is extended until and including January 31, 2015. This Deadline may be further extended by agreement of the parties.

**THE GROEB PARTIES**

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and

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*Counsel to the GUC Trustee*

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	)	
Defendants.	)	

Upon the Stipulation by and among Ernest L. Groeb, Jr. (“E. Groeb”), Troy Groeb (“T. Groeb”), Groeb Farms, LLC (“Groeb LLC”), the E. Jeanne Groeb Living Trust (“JG Trust”), and the Ernest L. Groeb Jr. Trust B (“EG Trust,” and collectively with E. Groeb, T. Groeb, Groeb LLC, and the JG Trust, the “Groeb Parties”), on the one hand, and the General Unsecured Claims Litigation Trustee (the “GUC Trustee”), on the other hand; and it appearing that approval of the Stipulation is in the best interest of the estate and its creditors; and adequate notice of the Stipulation having been given under the circumstances; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that

(a) the Stipulation is APPROVED and its terms are incorporated in this Order as if fully set forth herein;

(b) this Order shall be immediately enforceable and effective upon its entry; and

(c) this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Date: \_\_\_\_\_, 2014

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Honorable Walter J. Shapero  
United States Bankruptcy Judge