

**IN 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 |

**STIPULATION BY, BETWEEN, AND AMONG THE GENERAL
UNSECURED CLAIMS LITIGATION TRUST, ARGOSY AND MARQUETTE RE
CLAIM NOS. 117, 121, 122, AND 123**

The General Unsecured Claims Litigation Trust in the above referenced case, (the “GUC Trust”) and the claimants (the “Claimants”) described below, by and through their undersigned counsel, hereby stipulate and agree (the “Stipulation”) that proof of claim numbers 117, 121, 122, and 123 filed by the Claimants and corresponding scheduled claims have been satisfied under the *Second Amended Plan of Groeb Farms, Inc., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Amended Plan”) for and may be marked as satisfied on the Court’s claim register.

Background

1. On October 1, 2013, Groeb Farms, Inc. (“Groeb”, or the “Debtor”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §101, et seq. (the “Bankruptcy Code”).

2. On November 8, 2013, the Debtor filed its Second Amended Plan [D.I. 213].



3. On December 20, 2013, this Court entered the *Order Confirming The Second Amended Plan of Reorganization of Groeb Farms, Inc., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Confirmation Order”) [D.I. 375]. The Amended Plan became effective on December 31, 2013 (the “Effective Date”).

4. In accordance with the terms of the Amended Plan, on the Effective Date, the GUC Trust was created for purposes including, among other things, pursuing and/or liquidating the GUC Trust Assets (as defined in the Amended Plan), distributing the GUC Trust Distributable Proceeds (as defined in the Amended Plan), if any, and reconciling and objecting to General Unsecured Claims as provided for in the Amended Plan. The GUC Trustee has the power to act on behalf of the GUC Trust.

THE CLAIMS

5. Argosy Investment Partners III L.P. filed an unliquidated claim on November 1, 2013, which has been marked as claim number 123 on the Court’s claims register.

6. Argosy Management, L.P. filed an unsecured proof of claim in the amount of \$6,162.97, which has been marked as claim number 117 on the Court’s claims register.

7. The Debtor scheduled Argosy Investment Partners III, LP as having a general unsecured claim in the amount of \$226,211.06.

8. Marquette Capital Fund I, L.P. filed an unliquidated claim on November 1, 2013, which has been marked as claim number 121 on the Court’s claims register.

9. Marquette Capital Partners, Inc. filed an unsecured claim in the amount of \$4,742.08 on November 1, 2013, which has been marked as claim number 122 on the Court's claims register.

10. The Debtor scheduled Marquette Capital Fund I LP as having a general unsecured claim in the amount of \$315,820.78.

11. The Claims have been fully satisfied under the treatment provided under the Amended Plan.

NOW, THEREFORE, the Liquidation Trust and Claimants hereby stipulate and agree as follows:

AGREEMENT

A. Claim Numbers 117, 121, 122, and 123 have been satisfied under the Amended Plan and may be marked as satisfied on the Court's claims register.

B. The scheduled amounts for Argosy Investment Partners III, LP and Marquette Capital Fund I LP are superseded by the Claims filed by the Claimants and may be marked as superseded on the Court's claims register.

C. Claimants waives and relinquishes any right to further amend the Claims and agree that they shall not be entitled to a claim in any other or additional amount or priority from the GUC Trust.

Date: April 17, 2015

/s/ Sheryl L. Toby
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Dated: April 24, 2015

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Dated: April 24, 2015

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/s/ Clinton E. Cutler (with consent)

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In re:

GROEB FARMS, INC.

Debtor.

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) Chapter 11
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) Case No. 13-58200
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) Honorable Walter Shapero
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**ORDER APPROVING STIPULATION BY, BETWEEN, AND AMONG THE GENERAL
UNSECURED CLAIMS LITIGATION TRUST, ARGOSY AND MARQUETTE RE
CLAIM NOS. 117, 121, 122, AND 123**

The cause having come before the Court on the Stipulation By, Between, And Among
The General Unsecured Claims Litigation Trust, Argosy And Marquette Re Claim Nos. 117,
121, 122, And 123 (the “Stipulation”), and the Court otherwise being informed,

IT IS HEREBY ORDERED that the Stipulation is Approved and the parties thereto shall
abide by same.