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

FINAL ORDER AUTHORIZING DEBTOR'S FIRST DAY APPLICATION TO EMPLOY FOLEY & LARDNER LLP AS GENERAL BANKRUPTCY COUNSEL PURSUANT TO 11 U.S.C. §§ 327(a), 328(a), 329 & 1107, RULES 2014(a) & 2016(b) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND LOCAL BANKRUPTCY RULE 2014-1

Upon the Debtor's Application (the "Application") to Employ Foley & Lardner LLP as General Counsel Pursuant to sections 327(a), 328(a), 329 & 1107 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2014(a) & 2016(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Local Bankruptcy Rules for the Eastern District of Michigan (the "Local Rules"); seeking entry of an order authorizing the Debtor to employ and retain Foley & Lardner LLP ("Foley") as general bankruptcy counsel to the Debtor as of the Petition Date; and upon consideration of the Declaration of Judy A. O'Neill (the "O'Neill Declaration") attached to the Application as Exhibit 5 and incorporated by reference herein; and the Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and it appearing that proper and adequate notice of the Application has been given and that, except as otherwise ordered herein, no other or further

notice is necessary; and the Court having determined that the relief sought in the Application is in the best interests of the Debtor, its creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Application and the O'Neill Declaration establish just cause for the relief granted herein, it is therefore,

ORDERED that the relief sought in the Application of the Debtor to employ Foley as general bankruptcy counsel is GRANTED on a final basis and the Debtor is authorized to retain and compensate Foley pursuant to Section 327(a) of the Bankruptcy Code, on and subject to the terms of the O'Neill Declaration, as the Debtor's general bankruptcy counsel for all purposes permitted by Section 327(a), effective as of the Petition Date; and it is further

ORDERED that notwithstanding anything to the contrary in the Application or the O'Neill Declaration, this Order authorizes the Debtor's employment and retention of Foley as general bankruptcy counsel under Section 327(a) of the Bankruptcy Code, and not as special counsel pursuant to Section 327(e) of the Bankruptcy Code; and it is further

ORDERED that Foley is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code; and it is further

ORDERED that Foley has satisfied all issues under Section 547 of the Bankruptcy Code as a result of the Preference Settlement Offer as described in the Application; and it is further

ORDERED that Foley shall waive the Pre-Petition Claim; and it is further

ORDERED that Foley is may hold the balance of the Retainer until the conclusion of its services in this case, subject to approval of its final fee application; and it is further

ORDERED that Foley shall implement an ethical wall with respect to Mr. Joseph Tyson, Jr. for all matters related to this bankruptcy case; and it is further

ORDERED that Foley shall be compensated in accordance with Sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules of this Bankruptcy Court, and such procedures as may be fixed by this Court; and it is further

ORDERED that this is a final Order pursuant to 28 U.S.C. § 158 and shall be effective immediately upon entry.

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Signed on November 08, 2013

/s/ Walter Shapero
Walter Shapero
United States Bankruptcy Judge