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.	)	Hon. Walter Shapero

DEBTOR'S NOTICE OF FILING OF (I) AMENDED ORDER APPROVING DISCLOSURE STATEMENT AND SOLICITATION PROCEDURES AND (II) ASSOCIATED SOLICITATION DOCUMENTS

The Debtor, by and through its attorneys, Foley & Lardner LLP, hereby submit the attached:

Exhibit 1: A clean version of the Revised Proposed Order Approving the Debtor's Disclosure Statement and Solicitation Procedures.

Exhibit 2: A redline comparison of the Revised Proposed Order Approving the Debtor's Disclosure Statement and Solicitation Procedures and the proposed order originally filed at Docket No. 22;

Exhibit 3: A revised Confirmation Hearing Notice (substantially in the form annexed as Exhibit 6-A to Docket 22);

Exhibit 4: A revised notice to Fully Satisfied Creditors Notice (substantially in the form annexed as Exhibit 6-B to Docket 22);

Exhibit 5: A revised notice to Fully Impaired Creditors Notice (substantially in the form annexed as Exhibit 6-C to Docket 22);

Exhibit 6: A revised notice to Contingent, Unliquidated, and Disputed Creditors Notice

(substantially in the form annexed as Exhibit 6-D to Docket 22);

Exhibit 7: A form ballot for Class 5A Claims; and

Exhibit 8: A form ballot for Class 5B claims

Dated: November 8, 2013
Detroit, Michigan

FOLEY & LARDNER LLP

/s/ *Tamar N. Dolcourt*
Judy A. O'Neill (P32142)
John A. Simon (P61866)
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Counsel for the Debtor and Debtor in Possession

EXHIBIT 1

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.	)	Hon. Walter Shapero

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

The Debtor having filed its Motion (the "Motion")[1] (i) approving the Disclosure Statement of Groeb Farms, Inc. dated October 1, 2013 (as may be amended, the "Disclosure Statement"), and having filed its Second Amended Disclosure Statement on November 8, 2013; (ii) approving the form and manner of notice of the confirmation hearing (the "Confirmation Hearing") (iii) establishing procedures for filing objections to confirmation of the Debtor's Second Amended Plan of Reorganization (as may be amended, the "Plan"); (iv) approving the Balloting Agent (as defined below); (v) approving the proposed Solicitation Package (as defined below) relating to the Plan, and related procedures; (vi) setting the Voting Record Date (as defined below); (vii) approving the forms of ballots to be used in connection with solicitation

[1] Capitalized terms used and not otherwise defined herein shall have the meanings ascribed thereto in the Motion.

and voting upon the Plan; (viii) establishing the voting deadline for the Plan; (ix) approving the procedures for tabulating acceptances and rejections of the Plan; (x) establishing a deadline and procedures for temporary allowance of claims for certain purposes; and (xi) approving certain other related matters; the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; any objections to the Motion or to the Second Amended Disclosure Statement having been withdrawn, overruled by the Court or rendered moot by modifications made to the Second Amended Disclosure Statement; and upon the Motion and all the proceedings had before the Court; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtor, its estates, their creditors and all parties in interest; and after due deliberation and sufficient cause appearing therefore:

THE COURT HEREBY FINDS AS FOLLOWS:

A. The Motion is approved as provided herein.

B. The Second Amended Disclosure Statement contains adequate information within the meaning of Section 1125 of title 11 of the United States Code (the "Bankruptcy Code").

C. Actual notice of the hearing on this Motion (the "Hearing") and the deadline for filing objections to the Motion was provided in accordance with Bankruptcy Rule 2002, and such notice constitutes sufficient notice to all interested parties and no other or further notice of the Motion or the Hearing was required.

D. The form and manner of notice of the time set for filing objections to the Motion, and the time, date, and place of the Hearing to consider the approval of the Second Amended Disclosure Statement was adequate and comports with due process.

E. The procedures set forth below regarding notice and the form of notice to be included in the Solicitation Package (as hereinafter defined) annexed to the Motion as Exhibit 6-A (the "Confirmation Hearing Notice") to all holders of claims against the Debtor and interests in the Debtor of the time, date, and place of the hearing to consider confirmation of the Plan (as such hearing may be continued from time to time in accordance with this order, the "Confirmation Hearing") and the other matters described therein are adequate, comply with Bankruptcy Rules 2002 and 3017, and constitute sufficient notice to all interested parties.

F. The manner of notice provided for in this Order to be given by publication of the time, date, and place of the Confirmation Hearing, the deadline for voting on, and objecting to confirmation of, the Plan, as well as other procedures relating to the Confirmation Hearing and the solicitation of votes on the Plan and the form of notice in the form of the Confirmation Hearing Notice are adequate, comply with Bankruptcy Rules 2002 and 3017, and constitute sufficient notice to all unknown creditors and parties in interest consistent with principles of due process.

G. The form of notice substantially in the form annexed to the Motion as Exhibit 6-B (the "Unimpaired Creditor Notice") is adequate, complies with Bankruptcy Rules 2002 and 3017, and constitutes sufficient notice of the Plan and the Confirmation Hearing and other matters described therein to the holders of Unimpaired Claims.

H. The form of notice substantially in the form annexed to the Motion as Exhibit 6-C (the "Non-Voting Status Notice") is adequate, complies with Bankruptcy Rules 2002 and 3017,

and constitutes sufficient notice of the Plan and the Confirmation Hearing and other matters described therein to the holders of Class 6 Claims and Class 7 Interests.

I. The form of notice substantially in the form annexed to the Motion as Exhibit 6-D (the "Notice of Contingent, Disputed or Unliquidated Claim Status", and together with the Non-Voting Status Notice and the Unimpaired Creditor Notice, the "Notices of Non-Voting Status") is adequate, complies with Bankruptcy Rules 2002 and 3017, and constitutes sufficient notice of the Plan and the Confirmation Hearing and other matters described therein to the holders (a) whose claims (or any portion thereof) are listed on the Debtors' Schedules as disputed, unliquidated or contingent or scheduled as zero or unknown in amount, and (b) who did not or do not timely file a proof of claim before the applicable bar date (the "CUD Creditors").

J. Holders of Claims in Class 1 – Other Priority Claims, Class 2 – Other Secured Claims, and Class 5C – Unsecured Convenience Class Claims (collectively, the "Unimpaired Classes") are unimpaired under the Plan and, pursuant to Section 1126(f) of the Bankruptcy Code, are not entitled to vote on the Plan.

K. Holders of Class 6 Claims and Class 7 Interests (the "No-Distribution Claims") will receive no distribution under the Plan, are deemed to have rejected the Plan under Section 1126(g) of the Bankruptcy Code, and, accordingly, are not entitled to vote on the Plan.

L. Holders of Claims in Classes 3, 4, 5A, and 5B are receiving, or may receive, distributions under the Plan, although their claims are impaired, and are, therefore, entitled to vote to accept or reject the Plan.

M. The period during which the Debtor may solicit votes on the Plan is a reasonable time for holders of Claims to make an informed decision to accept or reject the Plan.

N. The form of amended ballots annexed filed on November 8, 2013 are sufficiently consistent with Official Form No. 14, adequately addresses the particular needs of this chapter 11 case, and are appropriate for each class of Claims entitled to vote to accept or reject the Plan.

O. The procedures set forth herein provide for a fair and equitable voting process and are consistent with Section 1126 of the Bankruptcy Code.

P. Pursuant to Bankruptcy Rule 3017(d), sufficient cause exists to set the Record Date (as such term is hereinafter defined) at a date other than the date the order approving the Disclosure Statement is entered.

Q. The contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

NOW, THEREFORE, IT IS ORDERED AS FOLLOWS:

1. The Motion is granted in its entirety and as may be amended herein.

2. In accordance with Section 1125 of the Bankruptcy Code and Bankruptcy Rule 3017(b), the Second Amended Disclosure Statement is approved in all respects.

3. The Court hereby sets December 19, 2013 at 2:00 p.m. as the date and time of the Confirmation Hearing, provided, however, that the Confirmation Hearing may be continued to December 20, 2013 at 10:00 a.m., if needed, and thereafter from time to time by the Court or the Debtor without further notice other than the announcement by the Debtor in open Court of the adjourned date at the Confirmation Hearing or any continued hearing or by notation on the official calendar of the Court for the date of the Confirmation Hearing, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

4. Any party in interest objecting to the Plan shall file objections ("Confirmation Objections") to the confirmation of the Plan on or before 5:00 p.m. EST on December 13, 2013 (the "Objection Deadline"). Any Confirmation Objection must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (c) set forth the name and address of the objecting party and the amount of the objecting party's claim or interest; (d) state with particularity the grounds for the objection and the legal and factual bases therefor; (e) reference with specificity the text of the Plan to which objection is made, including proposed language to be added to the Plan or existing language in the Plan to be modified or deleted to resolve such objection; (f) be filed with the Court at the Office of the Clerk of the Court, United States Bankruptcy Court for the Eastern District of Michigan, 211 West Fort Street, Detroit, MI 48226; and (g) be served by so as to be ACTUALLY RECEIVED no later than 4:00 p.m. (Prevailing Eastern Time) on December 13, 2013 by the following parties: (i) the Debtor's counsel, Judy A. O'Neill, Esq. and John A. Simon, Esq., Foley & Lardner LLP, One Detroit Center, 500 Woodward Avenue, Suite 2700, Detroit, MI 48226; (ii) Joe Mack, Esq. and Kelley L. Callard, Esq., Office of the United States Trustee, 211 West Fort Street, Suite 700, Detroit, MI 48226; (iii) Counsel to the Debtor's DIP Lender, Ray Schrock, Esq., Kirkland & Ellis, LLP, 601 Lexington Avenue New York, NY 10022 , and Jeffrey Pawlitz, Esq., Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654, and Robert Hertzberg, Esq., Pepper Hamilton LLP, 4000 Town Center, Suite 1800, Southfield, MI 48075; (iv) Counsel to the Official Committee of Unsecured Creditors, Brad Sandler, Esq. and Shirley Cho Esq., Pachulski Stang Ziehl & Jones, LLP, 919 North Market Street, 17th Floor, Wilmington, DE 19801; (v) Counsel for the Senior Subordinated Debt Holders, Clinton E. Cutler, Fredrikson & Byron, P.A., 200 South Sixth Street, Suite 4000, Minneapolis, MN 55402 (collectively the "Notice Parties").

5. Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.

6. The Notice Parties are authorized to file replies to any Confirmation Objections so that such replies are actually received by 5:00 p.m. prevailing Eastern Time on or before December 18, 2013 by the Court, by the objecting party, and by each of the Notice Parties.

7. The Confirmation Hearing Notice substantially in the form attached to the Motion as Exhibit 6-A is approved.

8. The Debtor shall (a) serve the Confirmation Hearing Notice upon all of the Debtor's known creditors and to all other parties entitled to receive notice pursuant to Bankruptcy Rules 2002(b) and 3017 within seven (7) days of the entry of this Order, and (b) publish the Confirmation Hearing Notice, on one occasion, not less than twenty eight (28) days before the Objection Deadline in the *Detroit Free Press* and the *Wall Street Journal – National Edition*, which notice is hereby approved and deemed adequate and sufficient notice of the Confirmation Hearing in accordance with Bankruptcy Rule 2002 and 3017(d).

9. With respect to addresses from which notices of the Hearing were returned as undeliverable, the Debtor is excused from mailing Solicitation Packages to those entities listed at such addresses unless the Debtor is provided with accurate addresses for such entities before November 18, 2013, such entities shall be deemed unknown creditors for notice purposes, and failure to mail Confirmation Hearing Notices, Solicitation Packages, or any other notices provided for herein will not constitute inadequate notice of the Confirmation Hearing, the Objection Deadline, or the Voting Deadline.

10. Kurtzman Carson Consultants ("KCC") will inspect, monitor and supervise the solicitation process, send the various notices and other documents to be transmitted as requested

in the Motion, serve as the recipient and tabulator of all the ballots cast to approve or reject the Plan, respond to inquiries from creditors regarding the Plan, Second Amended Disclosure Statement and ballots and related matters, and certify to the Court the results of the balloting.

11. The Unimpaired Classes, the No-Distribution Creditors, and the CUD Creditors are not entitled to vote upon the Plan.

12. The Balloting Agents shall transmit on or before November 12, 2013 to all creditors other than those holding claims in Classes 1, 2, and 5C, by first-class, postage prepaid mail, with a return envelope, a solicitation package (the "Solicitation Package") containing a copy or conformed printed version of:

(a) the Plan, which shall be provided as Exhibit A to the Second Amended Disclosure Statement;

(b) the Second Amended Disclosure Statement;

(c) the Confirmation Hearing Notice;

(d) an entered copy of this Order (without exhibits attached);

(e) a ballot for the appropriate class in which the creditor is entitled to vote (classes 3, 4, 5A, and 5B will receive relevant ballots as otherwise provided herein);

(f) solicitation letters, if any, from the Debtor and/or the Creditors' Committee;

(g) notice of the date on which any exhibits to the Plan, including the Plan Supplement, that may not have been included with the Solicitation Package will be filed with the Court, with instructions on how parties may obtain such exhibits when they are filed.

13. At the option of the Debtor, the Plan, Second Amended Disclosure Statement, and Order contained in the Solicitation Package may be transmitted by CD-Rom.

14. With respect to any non-voting creditor, other than those holding claims in Classes 1, 2, or 5C or CUD Creditors, the Debtor shall transmit on or before November 12, 2013: the Solicitation Package, without a Ballot, and (ii) in lieu of a Ballot, (A) a Non-Voting Status Notice (Class 6 Claims and Class 7 Interests), or (B) a Notice of Contingent, Disputed or Unliquidated Claim Status, with respect to CUD Creditors, as appropriate. Creditors holding claims in Classes 1, 2, and 5C will receive an Unimpaired Creditors Notice, and Notice of the Confirmation Hearing.

15. The Debtor will file all exhibits to the Plan that are not otherwise attached to the Plan or the Second Amended Disclosure Statement, and the Plan Supplement as filed with the Court, on or before the date which is seven (7) days before the Voting Deadline, (the "Plan Supplement Filing Date"). After the Plan Supplement Filing Date, copies of Exhibits to the Plan, the Plan Supplement and appendices to the Second Amended Disclosure Statement will be available upon request to KCC and at the KCC website, www.kccllc.net/groebfarms. Copies of the Plan and the Second Amended Disclosure Statement and this Order will be available at www.kccllc.net/groebfarms as of November 12, 2013.

16. The Balloting Agents will send also send a copy of the Confirmation Hearing Notice, the Second Amended Disclosure Statement, and this Order to all parties requesting special notice under Bankruptcy Rule 2002 or as required under the case management order entered in this case.

17. November 5, 2013 is established as the record date (the "Record Date") for the purposes of establishing which creditors are entitled to receive Solicitation Packages or, in the case of non-voting creditors, receive notices regarding their non-voting status. Notwithstanding the foregoing, any creditor who is subject to a Bar Date other than the November 4, 2013

General Bar Date, shall receive a Solicitation Package. Any ballots cast by such creditors will be treated in accordance with the procedures set forth herein.

18. The form of Ballot is approved. The variances from official form 14 embodied in the Ballot are authorized and permissible.

19. The Debtor may prepare and distribute other or modified forms of ballot substantially in conformity with the attached Ballot or Official Form 14, as the Debtor finds necessary because of further refinement of the balloting process or modification of the Plan. Furthermore, the Debtor may seek a determination that one or more of the classes designated as impaired in the Plan are unimpaired and that such class or classes are therefore deemed to have accepted the Plan without regard to how such class or classes actually voted and without regard to whether they received a notice of their non-voting status hereunder.

20. All ballots must be received by the Balloting Agent before 4:00 p.m. (prevailing Pacific Time) on December 13, 2013 (the "Voting Deadline").

21. The amount and classification of a claim for purposes of voting on the Plan shall be determined as follows:

> (a) If a proof of claim has not been timely filed (i.e., was not filed by the applicable Bar Date), the amount of a claim shall be equal to the amount, if any, listed in respect of such claim in the Debtor's bankruptcy schedules and/or statement of financial affairs (as may be amended from time to time, the "Schedules"), to the extent such claim is not listed as contingent, unliquidated, undetermined or disputed (subject to any applicable limitations set forth below). Such claim shall be placed in the appropriate class of the Plan based upon the Debtor's records and the classification scheme set forth in the Plan.
>
> (b) If a proof of claim has been timely filed for a liquidated, non-contingent claim, and has not been objected to by November 27, 2013, the amount and classification shall be that specified in such proof of claim for voting purposes only and shall not be binding for any other purpose, subject to any applicable limitations set forth below.

(c) If a proof of claim has been timely filed in a contingent or unliquidated amount, and such claim has not been objected by November 27, 2013, is not the subject of a Temporary Allowance Motion which has been resolved in accordance with the procedures contained in Paragraphs 27-30 herein, or the creditor holding such claim and the Debtor have not stipulated to a temporarily allowed claim amount for voting purposes only, then the amount and classification of such contingent or unliquidated portion of the proof of claim shall be $1.00 for voting purposes.

(d) A claim which is the subject of an objection filed by November 27, 2013 and not resolved by the Voting Deadline shall be disallowed for voting purposes, except to the extent and manner that: (i) may be set forth in the objection; (ii) such claim may be temporarily allowed for voting purposes in accordance with Bankruptcy Rule 3018 and the procedures set forth in Paragraphs 26-30 herein; or (iii) the Court otherwise orders.

(e) A claim listed on the Schedules as contingent, unliquidated or disputed will be temporarily allowed for voting purposes in the amount allowed by the Court, pursuant to Bankruptcy Rule 3018(a), only if (i) a proof of claim has been timely filed on account of such claim, (ii) the holder of such claim has filed a motion for temporary allowance on or before December 6, 2013 in accordance with the procedures in Paragraphs 27-30 herein, and (iii) the Court orders, after notice and a hearing on or before December 16, 2013 that such claim shall be temporarily allowed for voting purposes.

(f) If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, the amount and classification shall be that set by the Court.

(g) Creditors shall not be entitled to vote claims to the extent such claims duplicate or have been superseded by other claims timely filed by or on behalf of such creditors. The Balloting Agent shall determine, in its discretion, whether a claim is duplicative or has been superceded for voting purposes only.

(h) If a creditor's relevant proof of claim does not indicate the appropriate classification of a claim, and such classification cannot be determined from the Schedules, the holder of such claim may only vote as a General Unsecured Claim in Class 5B. With respect to voting, each Plan will be accepted or rejected based upon votes of creditors in each class under such Plan.

22. The following ballots shall be counted and be deemed to be acceptances or rejections of the Plan:

(a) Notwithstanding any other provision of this Order, any ballot timely received that contains sufficient information to permit the identification of the claimant that is cast as an acceptance or rejection of any Plan.

(b) Any ballot received prior to the Voting Deadline accepting or rejecting any Plan by a creditor which has previously submitted a ballot, such that the latter submitted ballot shall be deemed to supercede and amend the earlier submitted ballot.

23. Unless otherwise ordered by the Court after notice to the Debtor and a hearing, the following ballots shall not be counted in determining whether any Plan has been accepted or rejected:

(a) Any ballot received after the Voting Deadline, unless the Debtor consents.

(b) Any ballot that is illegible or contains insufficient information to permit identification of the claimant to which it pertains.

(c) 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.

(d) 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 a proof of claim was timely filed but for which the holder did not obtain an order temporarily allowing its claim in accordance with Paragraphs 27-30 herein.

(e) Any ballot cast by a person that does not hold a claim in a class that is entitled to vote to accept or reject any Plan.

(f) Any ballot returned by facsimile or electronic transmission not previously authorized by the written consent of the Debtor.

(g) Any ballot which does not contain an original signature (except as provided in the foregoing sentence).

(h) Any ballot cast by a creditor who has timely filed a proof of claim as to which the Debtor has filed an objection by November 27, 2013, unless the creditor has obtained an order temporarily allowing its claim in accordance with the procedures set forth in this Order and paragraphs 27-30 herein or such objection is withdrawn.

(i) Any ballot that does not indicate whether the holder of the relevant claim is voting for or against the Plan.

24. Ballots for all creditors will be preprinted with the dollar amount determined in accordance with the procedures set forth in Paragraph 22 herein to the extent such amounts can be determined, and the preprinted amount shall be used in tabulating the votes unless the holder of the claim obtains an order from the Court under Bankruptcy Rule 3018(a) providing for a different amount in accordance with the procedures set forth in Paragraphs 26-30 herein. The amount and classification of a claim listed on a ballot shall be for voting purposes only and shall not prejudice the Debtor's right to file an objection to such claim for any other purpose.

25. Creditors must vote all of each of their claims within a particular class in any Plan to either accept or reject the Plan and may not split their votes as to a given claim.

26. The following procedures shall apply for temporary allowance motions, pursuant to Bankruptcy Rule 3018(a), with respect to voting on the Plan. Without limiting the Debtor's rights under the Bankruptcy Code, the Bankruptcy Rules and applicable law, including without limitation the Debtor's rights to object to claims for substantive purposes on a different timetable, the Debtor may file objections to claims for voting purposes by November 27, 2013 (the "Objection Deadline"). For clarity, the Debtor may object to a claim for purposes of allowance and distribution and other substantive purposes in connection with filing an objection to such claim for voting purposes or after the Objection Deadline.

27. If an objection for voting purposes is filed on or before the Objection Deadline, the relevant claimant will not be entitled to vote on the Plan, unless such claimant files a motion

on or before December 6, 2013 (the "Temporary Allowance Deadline"), seeking temporary allowance of its claim for voting purposes only and obtains an order from the Court granting such motion, or such objection is withdrawn. The Debtor will serve on each respective claimant with a notice that, in order to vote on the Plan, the claimant must file a motion for temporary allowance by the Temporary Allowance Deadline. The Court will conduct a hearing prior to December 16, 2013 (the "Temporary Allowance Motion Hearing Date") to consider all temporary allowance motions. A temporary allowance motion is required to set forth with particularity the amount and classification at which such claimant believes its claim should be allowed for voting purposes or subscription purposes, as applicable, and the evidence in support of that belief, otherwise such motion shall be deemed invalid.

28. If this Court has not temporarily allowed all or a portion of such claim for voting purposes or subscription purposes, as applicable, pursuant to Bankruptcy Rule 3018(a) on or before the Temporary Allowance Motion Hearing Date, (i) such claim shall not be counted for voting purposes.

29. If a creditor reaches an agreement with the Debtor as to the amount and classification of its otherwise disputed claim, for voting purposes, (i) a stipulation setting forth that agreement may be presented to the Court for approval by notice of a proposed stipulation and order at or before the Confirmation Hearing; and (ii) subject to the Court's approval such claim will be counted for purposes of accepting or rejecting the Plan in the amount agreed to by the Debtor and such creditor in the stipulation.

30. Within 1 business day of (i) the entry of an order by the Court approving a creditor's motion for temporary allowance of its claim under Bankruptcy Rule 3018(a) for voting purposes or (ii) the creditor's provision to the Balloting Agent of the Debtor and a creditor's

written agreement as to the amount and classification of the creditor's otherwise disputed claim for voting purposes or the withdrawal of the Debtor's objection, the Balloting Agent shall provide a Solicitation Package to such creditor. The provision of a Solicitation Package to a creditor pursuant to this Section shall not affect the Voting Deadline as to such Creditor.

31. Each ballot will permit holders of claims entitled to vote to accept or reject the Plan, subject to other applicable procedures set forth herein.

32. The authority of the signatory of each ballot to complete and execute the ballot shall be presumed (unless there is gross evidence to the contrary), but each such signatory shall certify that he or she has such authority.

33. A certificate with respect to the tabulation of votes shall be filed with this Court by the Balloting Agents on or before December 18, 2013.

34. With respect to a transferred claim to which Bankruptcy Rule 3001(e) applies, the transferee shall be entitled to (i) receive a Solicitation Package and cast a ballot on account of such claim only if (a) all actions necessary to effect the transfer of the claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Record Date or (b) the transferee files by the Record Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer.

35. The Debtor is authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

36. The Debtor is authorized to make nonmaterial or conforming changes to the Second Amended Disclosure Statement, the Plan, the Ballot, the notices described herein and related documents without further order of the Court, including, without limitation, changes to

correct typographical and grammatical errors and to make conforming changes among the Second Amended Disclosure Statement, the Plan, and any other materials in the Solicitation Package prior to their mailing.

37. No other or further notice of the Plan, Confirmation Hearing, or other deadlines is required as to any party except as set forth in this Order.

EXHIBIT 2

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.	)	~~Tax I.D. No. 38-2778390~~Hon.
Walter Shapero	)	

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

The Debtor having filed its Motion (the "Motion")[1] (i) approving the Disclosure Statement of Groeb Farms, Inc. dated October 1, 2013 (as may be amended, the "Disclosure Statement"), and having filed its Second Amended Disclosure Statement on November 8, 2013; (ii) approving the form and manner of notice of the confirmation hearing (the "Confirmation Hearing") (iii) establishing procedures for filing objections to confirmation of the Debtor's Second Amended Plan of Reorganization (as may be amended, the "Plan"); (iv) approving the Balloting Agent (as defined below); (v) approving the proposed Solicitation Package (as defined below) relating to the Plan, and related procedures; (vi) setting the Voting Record Date (as defined below); (vii) approving the forms of ballots to be used in connection with solicitation and

[1] Capitalized terms used and not otherwise defined herein shall have the meanings ascribed thereto in the Motion.

voting upon the Plan; (viii) establishing the voting deadline for the Plan; (ix) approving the procedures for tabulating acceptances and rejections of the Plan; (x) establishing a deadline and procedures for temporary allowance of claims for certain purposes; and (xi) approving certain other related matters; the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; any objections to the Motion or to the Second Amended Disclosure Statement having been withdrawn, overruled by the Court or rendered moot by modifications made to the Second Amended Disclosure Statement; and upon the Motion and all the proceedings had before the Court; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtor, its estates, their creditors and all parties in interest; and after due deliberation and sufficient cause appearing therefore:

THE COURT HEREBY FINDS AS FOLLOWS:

A. The Motion is approved as provided herein.

B. The Second Amended Disclosure Statement contains adequate information within the meaning of Section 1125 of title 11 of the United States Code (the "Bankruptcy Code").

~~B.~~ C. Actual notice of the hearing on this Motion (the "Hearing") and the deadline for filing objections to the Motion was provided in accordance with Bankruptcy Rule 2002, and such notice constitutes sufficient notice to all interested parties and no other or further notice of the Motion or the Hearing was required.

~~C~~D. The form and manner of notice of the time set for filing objections to the Motion, and the time, date, and place of the Hearing to consider the approval of the Second Amended Disclosure Statement was adequate and comports with due process.

~~D~~E. The procedures set forth below regarding notice and the form of notice to be included in the Solicitation Package (as hereinafter defined) annexed to the Motion as Exhibit 6-A (the "Confirmation Hearing Notice") to all holders of claims against the Debtor and interests in the Debtor of the time, date, and place of the hearing to consider confirmation of the Plan (as such hearing may be continued from time to time in accordance with this order, the "Confirmation Hearing") and the other matters described therein are adequate, comply with Bankruptcy Rules 2002 and 3017, and constitute sufficient notice to all interested parties.

~~E~~F. The manner of notice provided for in this Order to be given by publication of the time, date, and place of the Confirmation Hearing, the deadline for voting on, and objecting to confirmation of, the Plan, as well as other procedures relating to the Confirmation Hearing and the solicitation of votes on the Plan and the form of notice in the form of the Confirmation Hearing Notice are adequate, comply with Bankruptcy Rules 2002 and 3017, and constitute sufficient notice to all unknown creditors and parties in interest consistent with principles of due process.

~~F~~G. The form of notice substantially in the form annexed to the Motion as Exhibit 6-B (the "Unimpaired Creditor Notice") is adequate, complies with Bankruptcy Rules 2002 and 3017, and constitutes sufficient notice of the Plan and the Confirmation Hearing and other matters described therein to the holders of Unimpaired Claims.

~~G~~H. The form of notice substantially in the form annexed to the Motion as Exhibit 6-C (the "Non-Voting Status Notice") is adequate, complies with Bankruptcy Rules 2002 and 3017,

and constitutes sufficient notice of the Plan and the Confirmation Hearing and other matters described therein to the holders of Class 6 Claims and Class 7 Interests.

~~H~~I. The form of notice substantially in the form annexed to the Motion as Exhibit 6-D (the "Notice of Contingent, Disputed or Unliquidated Claim Status", and together with the Non-Voting Status Notice and the Unimpaired Creditor Notice, the "Notices of Non-Voting Status") is adequate, complies with Bankruptcy Rules 2002 and 3017, and constitutes sufficient notice of the Plan and the Confirmation Hearing and other matters described therein to the holders (a) whose claims (or any portion thereof) are listed on the Debtors' Schedules as disputed, unliquidated or contingent or scheduled as zero or unknown in amount, and (b) who did not or do not timely file a proof of claim before the applicable bar date (the "CUD Creditors").

~~I~~J. Holders of Claims in Class 1 – Other Priority Claims, Class 2 – Other Secured Claims, and Class 5C – Unsecured Convenience Class Claims (collectively, the "Unimpaired Classes") are unimpaired under the Plan and, pursuant to Section 1126(f) of the Bankruptcy Code, are not entitled to vote on the Plan.

~~J~~K. Holders of Class 6 Claims and Class 7 Interests (the "No-Distribution Claims") will receive no distribution under the Plan, are deemed to have rejected the Plan under Section 1126(g) of the Bankruptcy Code, and, accordingly, are not entitled to vote on the Plan.

~~K~~L. Holders of Claims in Classes 3, 4, 5A, and 5B are receiving, or may receive, distributions under the Plan, although their claims are impaired, and are, therefore, entitled to vote to accept or reject the Plan.

~~L~~M. The period during which the Debtor may solicit votes on the Plan is a reasonable time for holders of Claims to make an informed decision to accept or reject the Plan.

~~M~~N. The form of ~~ballot~~amended ballots annexed ~~to the Motion as Exhibit 6-E is~~filed on November 8, 2013 are sufficiently consistent with Official Form No. 14, adequately addresses the particular needs of this chapter 11 case, and are appropriate for each class of Claims entitled to vote to accept or reject the Plan.

~~N~~O. The procedures set forth herein provide for a fair and equitable voting process and are consistent with Section 1126 of the Bankruptcy Code.

P. Pursuant to Bankruptcy Rule 3017(d), sufficient cause exists to set the Record Date (as such term is hereinafter defined) at a date other than the date the order approving the Disclosure Statement is entered.

Q. The contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

NOW, THEREFORE, IT IS ORDERED AS FOLLOWS:

1. The Motion is granted in its entirety and as may be amended herein.

2. In accordance with Section 1125 of the Bankruptcy Code and Bankruptcy Rule 3017(b), the Second Amended Disclosure Statement is approved in all respects.

3. The Court hereby sets ~~[~~December ~~18,~~19, 2013~~]~~ at ~~[TIME] a.m./~~2:00 p.m. as the date and time of the Confirmation Hearing, provided, however, that the Confirmation Hearing may be continued to December 20, 2013 at 10:00 a.m., if needed, and thereafter from time to time by the Court or the Debtor without further notice other than the announcement by the Debtor in open Court of the adjourned date at the Confirmation Hearing or any continued hearing or by notation on the official calendar of the Court for the date of the Confirmation Hearing, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

4. Any party in interest objecting to the Plan shall file objections ("Confirmation Objections") to the confirmation of the Plan on or before 5:00 p.m. EST on December 13, 2013 (the "Objection Deadline"). Any Confirmation Objection must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (c) set forth the name and address of the objecting party and the amount of the objecting party's claim or interest; (d) state with particularity the grounds for the objection and the legal and factual bases therefor; (e) reference with specificity the text of the Plan to which objection is made, including proposed language to be added to the Plan or existing language in the Plan to be modified or deleted to resolve such objection; (f) be filed with the Court at the Office of the Clerk of the Court, United States Bankruptcy Court for the Eastern District of Michigan, 211 West Fort Street, Detroit, MI 48226; and (g) be served by so as to be ACTUALLY RECEIVED no later than 4:00 p.m. (Prevailing Eastern Time) on December 13, 2013 by the following parties: (i) the Debtor's counsel, Judy A. O'Neill, Esq. and John A. Simon, Esq., Foley & Lardner LLP, One Detroit Center, 500 Woodward Avenue, Suite 2700, Detroit, MI 48226; (ii) Joe Mack, Esq. and ~~[INSERT]~~Kelley L. Callard, Esq., Office of the United States Trustee, 211 West Fort Street, Suite 700, Detroit, MI 48226; (iii) Counsel to the Debtor's DIP Lender, Ray Schrock, Esq., Kirkland & Ellis, LLP, 601 Lexington Avenue New York, NY 10022 , and Jeffrey Pawlitz, Esq., Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654, and Robert Hertzberg, Esq., Pepper Hamilton LLP, 4000 Town Center, Suite 1800, Southfield, MI 48075; ~~and~~ (iv) Counsel to the Official Committee of Unsecured Creditors ~~[INSERT]~~, Brad Sandler, Esq. and Shirley Cho Esq., Pachulski Stang Ziehl & Jones, LLP, 919 North Market Street, 17th Floor, Wilmington, DE 19801; (v) Counsel for the Senior Subordinated Debt Holders, Clinton E. Cutler, Fredrikson &

Byron, P.A., 200 South Sixth Street, Suite 4000, Minneapolis, MN 55402 (collectively the "Notice Parties").

5. Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.

6. The Notice Parties are authorized to file replies to any Confirmation Objections so that such replies are actually received by 5:00 p.m. prevailing Eastern Time on or before December ~~16,~~18, 2013 by the Court, by the objecting party, and by each of the Notice Parties.

7. The Confirmation Hearing Notice substantially in the form attached to the Motion as Exhibit 6-A is approved.

8. The Debtor shall (a) serve the Confirmation Hearing Notice upon all of the Debtor's known creditors and to all other parties entitled to receive notice pursuant to Bankruptcy Rules 2002(b) and 3017 ~~and as part~~within seven (7) days of the ~~Solicitation Package~~entry of this Order, and (b) publish the Confirmation Hearing Notice, on one occasion, not less than twenty eight (28) days before the Objection Deadline in the *Detroit Free Press* and the *Wall Street Journal – National Edition*, which notice is hereby approved and deemed adequate and sufficient notice of the Confirmation Hearing in accordance with Bankruptcy Rule 2002 and 3017(d).

9. With respect to addresses from which notices of the Hearing were returned as undeliverable, the Debtor is excused from mailing Solicitation Packages to those entities listed at such addresses unless the Debtor is provided with accurate addresses for such entities before November ~~13,~~18, 2013, such entities shall be deemed unknown creditors for notice purposes, and failure to mail Confirmation Hearing Notices, Solicitation Packages, or any other notices

provided for herein will not constitute inadequate notice of the Confirmation Hearing, the Objection Deadline, or the Voting Deadline.

10. Kurtzman Carson Consultants ("KCC") will inspect, monitor and supervise the solicitation process, send the various notices and other documents to be transmitted as requested in the Motion, serve as the recipient and tabulator of all the ballots cast to approve or reject the Plan, respond to inquiries from creditors regarding the Plan, Second Amended Disclosure Statement and ballots and related matters, and certify to the Court the results of the balloting.

11. The Unimpaired Classes, the No-Distribution Creditors, and the CUD Creditors are not entitled to vote upon the Plan.

12. The Balloting Agents shall transmit on or before November ~~11, 2013 to all persons described in Paragraph 16 (other than any entity receiving a notice that they are not entitled to vote on the plan as described herein and in the Motion, subject to the limitations contained therein and elsewhere in this Order~~12, 2013 to all creditors other than those holding claims in Classes 1, 2, and 5C, by first-class, postage prepaid mail, with a return envelope, a solicitation package (the "Solicitation Package") containing a copy or conformed printed version of:

(a) the Plan, which shall be provided as Exhibit A to the Second Amended Disclosure Statement;

(b) the Second Amended Disclosure Statement;

(c) the Confirmation Hearing Notice;

(d) an entered copy of this Order (without exhibits attached);

(e) ~~either (i)~~ a ballot for the appropriate class in which the creditor is entitled to vote (classes 3, 4, 5A, and 5B will receive relevant ballots as otherwise provided herein)~~, or (ii)~~

~~in lieu of a Ballot, Plan and Disclosure Statement, (A) an Unimpaired Creditor Notice (Classes 1, 2, and 5C), (B) a Non-Voting Status Notice (Class 6 Claims and Class 7 Interests), or (C) a Notice of Contingent, Disputed or Unliquidated Claim Status, with respect to CUD Creditors, as appropriate~~;

(f) solicitation letters, if any, from the Debtor and/or the Creditors' Committee;

(g) notice of the date on which any ~~Exhibits~~exhibits to the Plan, including the Plan Supplement, that may not have been included with the Solicitation Package will be filed with the Court, with instructions on how parties may obtain such ~~Exhibits~~exhibits when they are filed.

13. ~~Notwithstanding~~At the ~~preceding paragraph,~~option of the Debtor ~~is not required to distribute copies of~~, the Plan ~~or~~, Second Amended Disclosure Statement ~~to any entity receiving a Notice of Non-Voting Status~~, and Order contained in the Solicitation Package may be transmitted by CD-Rom.

14. With respect to any non-voting creditor, other than those holding claims in Classes 1, 2, or 5C or CUD Creditors, the Debtor shall transmit on or before November 12, 2013: the Solicitation Package, without a Ballot, and (ii) in lieu of a Ballot, (A) a Non-Voting Status Notice (Class 6 Claims and Class 7 Interests), or (B) a Notice of Contingent, Disputed or Unliquidated Claim Status, with respect to CUD Creditors, as appropriate. Creditors holding claims in Classes 1, 2, and 5C will receive an Unimpaired Creditors Notice, and Notice of the Confirmation Hearing.

15. ~~14.~~ The Debtor will file all ~~Exhibits~~exhibits to the Plan that are not otherwise attached to the Plan or the Second Amended Disclosure Statement, and the Plan Supplement as filed with the Court, on or before the date which is seven (7) days before the Voting Deadline, (the "Plan Supplement Filing Date"). After the Plan Supplement Filing Date, copies of Exhibits

to the Plan, the Plan Supplement and appendices to the Second Amended Disclosure Statement will be available upon request to KCC and at the KCC website, www.kccllc.net/groebfarms. Copies of the Plan and the Second Amended Disclosure Statement and this Order will be available at www.kccllc.net/groebfarms as of November ~~11,~~12, 2013.

16. ~~15.~~ The Balloting Agents will send ~~the Solicitation Packages to the following parties, subject to the other provisions of this Motion: (a) creditors holding claims that are designated as impaired or otherwise entitled to vote and, thus, will receive ballots; (b) creditors in Unimpaired Classes (i.e., creditors in Classes 1 and 2), who are presumed to accept the Plan pursuant to Section 1126(f) of the Bankruptcy Code, are not entitled to vote, and, thus will receive, in lieu of ballots, Unimpaired Creditor Notices; (c) CUD Creditors, who are not entitled to vote on the Plan and, therefore, will receive, in lieu of ballots, Notices of Contingent, Disputed or Unliquidated Claim Status; (d) No-Distribution Creditors (i.e. Creditors in Class 6 and interest holders in Class 7), who are not entitled to vote on the Plan and, therefore, will receive, in lieu of ballots, Non-Voting Status Notices; and (e) parties required to be served under the Bankruptcy Rules.~~ also send a copy of the Confirmation Hearing Notice, the Second Amended Disclosure Statement, and this Order to all parties requesting special notice under Bankruptcy Rule 2002 or as required under the case management order entered in this case.

17. ~~16.~~ November 5, 2013 is established as the record date (the "Record Date") for the purposes of establishing which creditors are entitled to receive Solicitation Packages or, in the case of non-voting creditors, receive notices regarding their non-voting status. Notwithstanding the foregoing, any creditor who is subject to a Bar Date other than the November 4, 2013 General Bar Date, shall receive a Solicitation Package. Any ballots cast by such creditors will be treated in accordance with the procedures set forth herein.

18. ~~17.~~ The form of Ballot is approved. The variances from official form 14 embodied in the Ballot are authorized and permissible.

19. ~~18.~~ The Debtor may prepare and distribute other or modified forms of ballot substantially in conformity with the attached Ballot or Official Form 14, as the Debtor finds necessary because of further refinement of the balloting process or modification of the Plan. Furthermore, the Debtor may seek a determination that one or more of the classes designated as impaired in the Plan are unimpaired and that such class or classes are therefore deemed to have accepted the Plan without regard to how such class or classes actually voted and without regard to whether they received a notice of their non-voting status hereunder.

20. ~~19.~~ All ballots must be received by the Balloting Agent before 4:00 p.m. (prevailing Pacific Time) on December 13, 2013 (the "Voting Deadline").

21. ~~20.~~ The amount and classification of a claim for purposes of voting on the Plan shall be determined as follows:

> (a) If a proof of claim has not been timely filed (i.e., was not filed by the applicable Bar Date), the amount of a claim shall be equal to the amount, if any, listed in respect of such claim in the Debtor's bankruptcy schedules and/or statement of financial affairs (as may be amended from time to time, the "Schedules"), to the extent such claim is not listed as contingent, unliquidated, undetermined or disputed (subject to any applicable limitations set forth below). Such claim shall be placed in the appropriate class of the Plan based upon the Debtor's records and the classification scheme set forth in the Plan.
>
> (b) If a proof of claim has been timely filed for a liquidated, non-contingent claim, and has not been objected to by November ~~20,~~27, 2013, the amount and classification shall be that specified in such proof of claim for voting purposes only and shall not be binding for any other purpose, subject to any applicable limitations set forth below.
>
> (c) If a proof of claim has been timely filed in a contingent or unliquidated amount, and such claim has not been objected by November 27, 2013, is not the subject of a Temporary Allowance

Motion which has been resolved in accordance with the procedures contained in Paragraphs 27-30 herein, or the creditor holding such claim and the Debtor have not stipulated to a temporarily allowed claim amount for voting purposes only, then the amount and classification of such contingent or unliquidated portion of the proof of claim shall be $1.00 for voting purposes.

(d) A claim which is the subject of an objection filed by November ~~20,~~27, 2013 and not resolved by the Voting Deadline shall be disallowed for voting purposes, except to the extent and manner that: (i) may be set forth in the objection; (ii) such claim may be temporarily allowed for voting purposes in accordance with Bankruptcy Rule 3018 and the procedures set forth in Paragraphs ~~55-60 of the Motion~~26-30 herein; or (iii) the Court otherwise orders.

(e) A claim listed on the Schedules as contingent, unliquidated or disputed will be temporarily allowed for voting purposes in the amount allowed by the Court, pursuant to Bankruptcy Rule 3018(a), only if (i) a proof of claim has been timely filed on account of such claim, (ii) the holder of such claim has filed a motion for temporary allowance on or before ~~November 27,~~December 6, 2013 in accordance with the procedures in Paragraphs ~~55-60 of the Motion~~27-30 herein, and (iii) the Court orders, after notice and a hearing on or before December ~~4,~~16, 2013 that such claim shall be temporarily allowed for voting purposes.

(f) If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, the amount and classification shall be that set by the Court.

(g) Creditors shall not be entitled to vote claims to the extent such claims duplicate or have been superseded by other claims timely filed by or on behalf of such creditors. The Balloting Agent shall determine, in its discretion, whether a claim is duplicative or has been superceded for voting purposes only.

(h) If a creditor's relevant proof of claim does not indicate the appropriate classification of a claim, and such classification cannot be determined from the Schedules, the holder of such claim may only vote as a General Unsecured Claim in Class 5~~C~~B. With respect to voting, each Plan will be accepted or rejected based upon votes of creditors in each class under such Plan.

22. ~~21.~~ The following ballots shall be counted and be deemed to be acceptances or rejections of the Plan:

(a) Notwithstanding any other provision of this Order, any ballot timely received that contains sufficient information to permit the identification of the claimant that is cast as an acceptance or rejection of any Plan.

(b) Any ballot received prior to the Voting Deadline accepting or rejecting any Plan by a creditor which has previously submitted a ballot, such that the latter submitted ballot shall be deemed to supercede and amend the earlier submitted ballot.

23. ~~22.~~ Unless otherwise ordered by the Court after notice to the Debtor and a hearing, the following ballots shall not be counted in determining whether any Plan has been accepted or rejected:

(a) Any ballot received after the Voting Deadline, unless the ~~Court orders otherwise~~Debtor consents.

(b) Any ballot that is illegible or contains insufficient information to permit identification of the claimant to which it pertains.

(c) 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.

(d) 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 a proof of claim was timely filed but for which the holder did not obtain an order temporarily allowing its claim in accordance with Paragraphs ~~55-60 of the Motion~~27-30 herein.

(e) Any ballot cast by a person that does not hold a claim in a class that is entitled to vote to accept or reject any Plan.

(f) Any ballot returned by facsimile or electronic transmission not previously authorized by the written consent of the Debtor.

(g) Any ballot which does not contain an original signature (except as provided in the foregoing sentence).

(h) Any ballot cast by a creditor who has timely filed a proof of claim as to which the Debtor has filed an objection by November ~~20,~~27, 2013, unless the creditor has obtained an order temporarily allowing its claim in accordance with the procedures set forth in ~~Paragraphs 55-60~~this Order and paragraphs 27-30 herein or such objection is withdrawn.

(i) Any ballot that does not indicate whether the holder of the relevant claim is voting for or against the Plan.

24. ~~23.~~ Ballots for all creditors will be preprinted with the dollar amount determined in accordance with the procedures set forth in Paragraph ~~47 of the Motion~~22 herein to the extent such amounts can be determined, and the preprinted amount shall be used in tabulating the votes unless the holder of the claim obtains an order from the Court under Bankruptcy Rule 3018(a) providing for a different amount in accordance with the procedures set forth in Paragraphs ~~55-60.~~26-30 herein. The amount and classification of a claim listed on a ballot shall be for voting purposes only and shall not prejudice the Debtor's right to file an objection to such claim for any other purpose.

25. ~~24.~~ Creditors must vote all of each of their claims within a particular class in any Plan to either accept or reject the Plan and may not split their votes as to a given claim.

26. ~~25.~~ The following procedures shall apply for temporary allowance motions, pursuant to Bankruptcy Rule 3018(a), with respect to voting on the Plan. Without limiting the Debtor's rights under the Bankruptcy Code, the Bankruptcy Rules and applicable law, including without limitation the Debtor's rights to object to claims for substantive purposes on a different timetable, the Debtor may file objections to claims for voting purposes by November ~~20,~~27, 2013 (the "Objection Deadline"). For clarity, the Debtor may object to a claim for purposes of allowance and distribution and other substantive purposes in connection with filing an objection to such claim for voting purposes or after the Objection Deadline.

27. ~~26.~~ If an objection for voting purposes is filed on or before the Objection Deadline, the relevant claimant will not be entitled to vote on the Plan, unless such claimant files a motion on or before ~~November 27,~~December 6, 2013 (the "Temporary Allowance Deadline"), seeking temporary allowance of its claim for voting purposes only and obtains an order from the Court granting such motion, or such objection is withdrawn. The Debtor will serve on each respective claimant with a notice that, in order to vote on the Plan, the claimant must file a motion for temporary allowance by the Temporary Allowance Deadline. The Court will conduct a hearing ~~beginning on [~~prior to December ~~4,~~16, 2013~~]~~ (the "Temporary Allowance Motion Hearing Date") to consider all temporary allowance motions. A temporary allowance motion is required to set forth with particularity the amount and classification at which such claimant believes its claim should be allowed for voting purposes or subscription purposes, as applicable, and the evidence in support of that belief, otherwise such motion shall be deemed invalid.

28. ~~27.~~ If this Court has not temporarily allowed all or a portion of such claim for voting purposes or subscription purposes, as applicable, pursuant to Bankruptcy Rule 3018(a) on or before the Temporary Allowance Motion Hearing Date, (i) such claim shall not be counted for voting purposes.

29. ~~28.~~ If a creditor reaches an agreement with the Debtor as to the amount and classification of its otherwise disputed claim, for voting purposes, (i) a stipulation setting forth that agreement may be presented to the Court for approval by notice of a proposed stipulation and order at or before the Confirmation Hearing; and (ii) subject to the Court's approval such claim will be counted for purposes of accepting or rejecting the Plan in the amount agreed to by the Debtor and such creditor in the stipulation.

30. ~~29.~~ Within 1 business day of (i) the entry of an order by the Court approving a creditor's motion for temporary allowance of its claim under Bankruptcy Rule 3018(a) for voting purposes or (ii) the creditor's provision to the Balloting Agent of the Debtor and a creditor's written agreement as to the amount and classification of the creditor's otherwise disputed claim for voting purposes or the withdrawal of the Debtor's objection, the Balloting Agent shall provide a Solicitation Package to such creditor. The provision of a Solicitation Package to a creditor pursuant to this Section shall not affect the Voting Deadline as to such Creditor.

31. ~~30.~~ Each ballot will permit holders of claims entitled to vote to accept or reject the Plan, subject to other applicable procedures set forth herein.

32. ~~31.~~ The authority of the signatory of each ballot to complete and execute the ballot shall be presumed (unless there is gross evidence to the contrary), but each such signatory shall certify that he or she has such authority.

33. ~~32.~~ A certificate with respect to the tabulation of votes shall be filed with this Court by the Balloting Agents on or before December ~~17,~~18, 2013.

34. ~~33.~~ With respect to a transferred claim to which Bankruptcy Rule 3001(e) applies, the transferee shall be entitled to (i) receive a Solicitation Package and cast a ballot on account of such claim only if (a) all actions necessary to effect the transfer of the claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Record Date or (b) the transferee files by the Record Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer.

35. ~~34.~~ The Debtor is authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

36. ~~35.~~ The Debtor is authorized to make nonmaterial or conforming changes to the Second Amended Disclosure Statement, the Plan, the Ballot, the notices described herein and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Second Amended Disclosure Statement, the Plan, and any other materials in the Solicitation Package prior to their mailing.

37. No other or further notice of the Plan, Confirmation Hearing, or other deadlines is required as to any party except as set forth in this Order.

Document comparison by Workshare Compare on Friday, November 08, 2013 3:53:44 PM

Input:	
Document 1 ID	file://H:\Groeb\Original Order Granting Groeb Motion to establish solicitation procedures.doc
Description	Original Order Granting Groeb Motion to establish solicitation procedures
Document 2 ID	file://H:\Groeb\ORDER on Revised Solicitation Order.doc
Description	ORDER on Revised Solicitation Order
Rendering set	Standard

Legend:	
Insertion	
~~Deletion~~	
~~Moved from~~	
Moved to	
Style change	
Format change	
~~Moved deletion~~	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	89
Deletions	86
Moved from	4
Moved to	4
Style change	0
Format changed	0
Total changes	183

EXHIBIT 3

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.	)	Hon. Walter Shapero

NOTICE OF (1) APPROVAL OF DISCLOSURE STATEMENT; (2) HEARING ON CONFIRMATION OF PLAN; (3) DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN; (4) VOTING RECORD DATE; (5) VOTING DEADLINE FOR RECEIPT OF BALLOTS; AND (6) PROCEDURES FOR TEMPORARY ALLOWANCE OF CLAIMS

PLEASE TAKE NOTICE that the Debtor is soliciting votes with respect to the Debtor's Second Amended Plan of Reorganization (as may be amended, the "Plan"), from holders of certain impaired claims who are (or may be) entitled to receive distributions under the Plan.

PLEASE TAKE FURTHER NOTICE that the Plan will be binding on all holders of claims against the Debtor should the Plan be confirmed by the United States Bankruptcy Court for the Eastern District of Michigan (the "Court").

PLEASE TAKE FURTHER NOTICE that the Court has signed an Order dated November 8, 2013 (the "Order", a copy of which is enclosed herewith), approving the Second Amended Disclosure Statement of Groeb Farms, Inc. dated November 8, 2013 (as may be amended, the "Disclosure Statement") within the meaning of section 1125 of the Bankruptcy Code for use in soliciting acceptances or rejections of the Plan and providing, among other things, that:

1. Confirmation of Plan. A hearing to consider confirmation of the Plan (the "Confirmation Hearing"), will be held at 2:00 p.m. (Prevailing Eastern Time) commencing on December 19, 2013 before the Honorable Walter Shapero, in the United States Bankruptcy Court for the Eastern District of Michigan, Courtroom 1042, located on the 10th Floor of the Theodore Levin Courthouse, 231 West Lafayette Street, Detroit, MI 48226. The hearing may be continued to December 20, 2013 at 10:00 a.m., if needed. The Confirmation Hearing may be further continued from time to time by announcing such continuance in open court or by notation on the official calendar of the Court for the date of the Confirmation Hearing, and the Plan may be further modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to parties in interest.

2. Objections to Confirmation. Any party in interest objecting to the Plan shall file objections ("Confirmation Objections") to the confirmation of the Plan on or before 5:00 p.m. prevailing Eastern time on December 13, 2013. Any Confirmation Objection must: (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (c) set forth the name and address of the objecting party and the amount of the objecting party's claim or interest; (d) state with particularity the grounds for the objection and the legal and factual bases therefor; (e) reference with specificity the text of the Plan to which objection is made, including proposed language to be added to the Plan or existing language in the Plan to be modified or deleted to resolve such objection; (f) be filed with the Court at the Office of the Clerk of the Court, United States Bankruptcy Court for the Eastern District of Michigan, 211 West Fort Street, Detroit, MI 48226; and (g) be served by so as to be ACTUALLY RECEIVED no later than 4:00 p.m. (Prevailing Eastern Time) on December 13, 2013 by the following parties: (i) the Debtor, in care of counsel, Judy A. O'Neill, Esq. and John A. Simon, Esq., Foley & Lardner LLP, One Detroit Center, 500 Woodward Avenue, Suite 2700, Detroit, MI 48226; (ii) Joe Mack, Esq. and Kelley Callard, Esq., Office of the United States Trustee, 211 West Fort Street, Suite 700, Detroit, MI 48226; (iii) Counsel to the Debtor's DIP Lender, Ray Schrock, Esq., Kirkland & Ellis, LLP, 601 Lexington Avenue New York, NY 10022 , and Jeffrey Pawlitz, Esq., Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654, and Robert Hertzberg, Esq., Pepper Hamilton LLP, 4000 Town Center, Suite 1800, Southfield, MI 48075; (iv) Counsel to the Official Committee of Unsecured Creditors: Brad Sandler, Esq. and Shirley Cho, Esq., Pachulski Stang Ziehl & Jones, LLP, 919 North Market Street, 17th Floor, Wilmington, DE 19801, and Sheryl L. Toby, Esq. Dykema Gossett PLLC, 39577 Woodward Avenue, Suite 300 Bloomfield Hills, MI 48304; and (v) Counsel for the Senior Subordinated Debt Holders, Clinton E. Cutler, Fredrikson & Byron, P.A., 200 South Sixth Street, Suite 4000, Minneapolis, MN 55402.

Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.

3. Record Date. Notwithstanding anything to the contrary in the Federal Rules of Bankruptcy Procedure, November 5, 2013 (the "Record Date"), shall be the record date for determining the creditors and equity security holders entitled to receive solicitation packages, other than for creditors and equity security holders who are subject to a Bar Date other than the November 4, 2013 General Bar Date.

4. Voting Deadline. To be counted, ballots accepting or rejecting each the Debtor's Plan must be RECEIVED by December 13, 2013 at 4:00 p.m. (Prevailing Pacific Time) (the "Voting Deadline") by the Balloting Agent (as described in the Ballot). Ballots may NOT be cast by facsimile transmission. Ballots that are not received by the Voting Deadline will not be counted.

5. Temporary Allowance Motion Deadline. Pursuant to Federal Rule of Bankruptcy Procedure 3018(a), and except as otherwise noted in the Order, December 6, 2013 (the "Temporary Allowance Motion Deadline") is fixed as the last date and time for filing and serving motions pursuant to Fed. R. Bankr. P. 3018(a) ("Temporary Allowance Motions") seeking temporary allowance of claims for the purpose of voting to accept or reject the Plan. Temporary Allowance Motions must be filed and served so that they are RECEIVED no later

than the Temporary Allowance Motion Deadline. Temporary Allowance Motions that are not timely filed and served shall not be considered and the claims referred to therein shall not be counted in determining whether any Plan has been accepted or rejected.

6. Parties in Interest Not Entitled to Vote. Holders of unimpaired claims, holders of claims or interests in a class that is not entitled to receive any distribution under the Plan, and any creditor whose claim is listed on the Debtor's Schedules as Contingent, Unliquidated, or Disputed, and who has not filed a proof of claim by the applicable Bar Date are not entitled to vote on the Plan.

7. Copies; Additional Information. Copies of the Plan, the Disclosure Statement, the Order and pleadings and orders in the Debtor's cases are publicly available for review at the Office of the Clerk, United States Bankruptcy Court for the Eastern District of Michigan, 211 West Fort Street, Detroit, MI 48226. Copies of the Disclosure Statement, the Plan and the Order also may be obtained at the website of the Debtor's claims and noticing agent, www.kccllc.net/groebfarms, free of charge. The Debtor will file all Exhibits to the Plan that will not be otherwise attached to the Plan or the Disclosure Statement, and the Plan Supplement, as filed with the Court, on or before seven (7) days before the Voting Deadline, (the "Plan Supplement Filing Date"). After the Plan Supplement Filing Date, copies of Exhibits to the Plan, appendices to the Disclosure Statement, and the Plan Supplement will be available at www.kccllc.net/groebfarms, free of charge. Any party in interest wishing to obtain information about the solicitation procedures should contact the Debtor's claims and noticing agent by telephone: for callers in the US and Canada, the toll-free number is 877-725-7539, for international parties, the number is 424-236-7247.

Dated: November 8, 2013

BY ORDER OF THE UNITED STATES
BANKRUPTCY COURT

EXHIBIT 4

THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

In re:

GROEB FARMS, INC.,	Case No. 13-58200
Debtor.	Hon. Walter Shapero
	Chapter 11

NOTICE OF NON-VOTING CREDITORS

TO: ALL HOLDERS OF CLAIMS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES THAT ARE FULLY SATISFIED AND NOT ENTITLED TO VOTE ON THE PLAN

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. **Approval of the Disclosure Statement.** On November 6, 2013, Groeb Farms, Inc., the debtor and debtor in possession in the above-captioned chapter 11 cases (the "Debtor") filed its Amended Plan of Reorganization (as may be amended from time to time, the "Plan") and filed its accompanying Second Amended Disclosure Statement on November 8, 2013 (as may be amended from time to time, the "Disclosure Statement").[1] The Bankruptcy Court for the Eastern District of Michigan (the "Bankruptcy Court") has approved the Second Amended Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on November 8, 2013 (the "Disclosure Statement Order").

2. **Non-Voting Classes.** Holders of Other Priority Claims (Class 1), holders of Other Secured Claims (Class 2), and holders of Unsecured Convenience Class Claims (Class 5C) are deemed to have accepted the Plan and are, therefore, not entitled to vote.

3. **Treatment of Claims and Interests Under the Plan.** Under the Plan, the nine Classes of Claims and Equity Interests will receive the treatment summarized below (the full treatment of each class may be found in Article III of the Plan):

- Class 1 Other Priority Claims will be paid in full.

[1] Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Disclosure Statement.

- Class 2 Other Secured Claims will be satisfied at the discretion of the Senior Lender Affiliate in full by either (i) full payment in cash, reinstatement pursuant to Section 1124 of the Bankruptcy Code, the return of such creditor's collateral, any other such consideration which renders it unimpaired.

- Class 3 Senior Loan Claims will receive (i) cash in satisfaction of any Allowed Senior Loan Claim in excess of $3,000,000; and (ii) a pro rata share of the New Equity pursuant to the New Equity Distribution Calculation.

- Class 4 Senior Subordinated Note Claims will receive a pro rata share of the New Subordinated Notes and New Warrants.

- Class 5A Trade Claims will receive either (1) full payment of its Trade Claim Distribution upon executing a New Trade Agreement with the Reorganized Debtor over 18 months, and a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust on account of its Trade Deficiency Claim, or (2) a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust in accordance with the General Unsecured Claims Waterfall.

- Class 5B Other General Unsecured Claims will receive a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust in accordance with the General Unsecured Claims Trust Waterfall.

- Class 5C Unsecured Convenience Class Claims will be paid in full.

- Class 6 Section 510(b) Claims will be cancelled upon the Effective Date with no distribution to the holders of such claims.

- Class 7 Existing Equity Interests will be cancelled upon the Effective Date with no distribution to the holders of such interests.

4. **The Confirmation Hearing Date.** The hearing ("Confirmation Hearing") on the final approval of this Disclosure Statement will be consolidated with the hearing on the confirmation of the Plan, which hearing has been set for December 19, 2013 at 2:00 p.m. (EST) at the U.S. Bankruptcy Court for the Eastern District of Michigan located at Courtroom 1042, located on the 10th Floor of the Theodore Levin Courthouse, 231 West Lafayette Street, Detroit, MI 48226, and will be continued to December 20, 2013 at 10:00 a.m. if needed The Confirmation Hearing may be adjourned from time to time without further notice except for an announcement of the adjourned date made at the hearing.

5. **Confirmation Objection Deadline.** The deadline for filing objections to confirmation of the Plan is December 13, 2013 at 5:00 p.m. (EST) (the "Confirmation Objection Deadline").

6. **Objections to the Plan.** All objections, if any, to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules, and any orders of the

Bankruptcy Court; (c) state the name and address of the objecting party; (d) state with particularity the basis and nature of any objection to the Plan and the proposed language to remedy such objection; and (e) be filed with the Bankruptcy Court and served so that it is **actually received** on or prior to the Confirmation Objection Deadline by the following parties:

a. To the Debtor: in care of Foley & Lardner, LLP, 500 Woodward Ave., Suite 2700, Detroit, MI 48226, attention Judy A. O'Neill and John A. Simon

b. To the DIP Lender: in care of Ray Schrock, Esq., Kirkland & Ellis, LLP, 601 Lexington Avenue New York, NY 10022 , and Jeffrey Pawlitz, Esq., Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654, and Robert Hertzberg, Esq., Pepper Hamilton LLP, 4000 Town Center, Suite 1800, Southfield, MI 48075

c. To the Official Committee of Unsecured Creditors: Brad Sandler, Esq. and Shirley Cho, Esq., Pachulski Stang Ziehl & Jones, LLP, 919 North Market Street, 17th Floor, Wilmington, DE 19801, and Sheryl L. Toby, Dykema Gossett PLLC, 39577 Woodward Avenue, Suite 300 Bloomfield Hills, MI 48304

d. The Office of the United States Trustee, 211 W. Fort Street, Suite 700, Detroit, MI 48226, attention Kelley Callard.

e. Counsel for the Senior Subordinated Debt Holders, Clinton E. Cutler, Fredrikson & Byron, P.A., 200 South Sixth Street, Suite 4000, Minneapolis, MN 55402.

7. Obtaining Solicitation Materials. Non-voting creditors may obtain copies of solicitation materials by: (a) writing to Kurtzman Carson Consultants, LLC at 2335 Alaska Avenue, El Segundo, CA 90245; (b) downloading such documents (excluding the Ballots), **free of charge**, from the Debtor's restructuring website at www.kccllc.net/groebfarms; or (c) visiting the Bankruptcy Court's website at http://www.mieb.uscourts.gov.

BINDING NATURE OF THE PLAN

THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE DEBTOR'S BANKRUPTCY CASE, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.

Dated: November 8, 2013
Detroit, Michigan

FOLEY & LARDNER LLP

/s/Judy A. O'Neill
Judy A. O'Neill (P32142)
Tamar N. Dolcourt (P73425)
One Detroit Center
500 Woodward Ave., Suite 2700
Detroit, MI 48226-3489
(313) 234-7100 (Telephone)
(313) 234-2800 (Facsimile)

Proposed Counsel for the Debtor and Debtor in Possession

EXHIBIT 5

THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

In re:

GROEB FARMS, INC.,	Case No. 13-58200
Debtor.	Hon. Walter Shapero
	Chapter 11

NOTICE OF NON-VOTING CREDITORS

TO: ALL HOLDERS OF CLAIMS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES THAT ARE FULLY IMPAIRED AND NOT ENTITLED TO VOTE ON THE PLAN

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. Approval of the Disclosure Statement. On November 6, 2013, Groeb Farms, Inc., the debtor and debtor in possession in the above-captioned chapter 11 cases (the "Debtor") filed its Amended Plan of Reorganization (as may be amended from time to time, the "Plan") and filed its accompanying Second Amended Disclosure Statement on November 8, 2013 (as may be amended from time to time, the "Disclosure Statement").[1] The Bankruptcy Court for the Eastern District of Michigan (the "Bankruptcy Court") has approved the Second Amended Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on November 8, 2013 (the "Disclosure Statement Order").

2. Non-Voting Classes. Holders of 510(b) Claims (Class 6) and holders of equity interests (Class 7) are deemed to have rejected the Plan and are, therefore, not entitled to vote.

3. Treatment of Claims and Interests Under the Plan. Under the Plan, the nine Classes of Claims and Equity Interests will receive the treatment summarized below (the full treatment of each class may be found in Article III of the Plan):

- Class 1 Other Priority Claims will be paid in full.
- Class 2 Other Secured Claims will be satisfied at the discretion of the Senior Lender Affiliate in full by either (i) full payment in cash, reinstatement

[1] Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Disclosure Statement.

pursuant to Section 1124 of the Bankruptcy Code, the return of such creditor's collateral, any other such consideration which renders it unimpaired.

- Class 3 Senior Loan Claims will receive (i) cash in satisfaction of any Allowed Senior Loan Claim in excess of $3,000,000; and (ii) a pro rata share of the New Equity pursuant to the New Equity Distribution Calculation.

- Class 4 Senior Subordinated Note Claims will receive a pro rata share of the New Subordinated Notes and New Warrants.

- Class 5A Trade Claims will receive either (1) full payment of its Trade Claim Distribution upon executing a New Trade Agreement with the Reorganized Debtor over 18 months, and a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust on account of its Trade Deficiency Claim, or (2) a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust in accordance with the General Unsecured Claims Waterfall.

- Class 5B Other General Unsecured Claims will receive a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust in accordance with the General Unsecured Claims Trust Waterfall.

- Class 5C Unsecured Convenience Class Claims will be paid in full.

- Class 6 Section 510(b) Claims will be cancelled upon the Effective Date with no distribution to the holders of such claims.

- Class 7 Existing Equity Interests will be cancelled upon the Effective Date with no distribution to the holders of such interests.

4. **The Confirmation Hearing Date.** The hearing ("Confirmation Hearing") on the final approval of this Disclosure Statement will be consolidated with the hearing on the confirmation of the Plan, which hearing has been set for December 19, 2013 at 2:00 p.m. (EST) at the U.S. Bankruptcy Court for the Eastern District of Michigan located at Courtroom 1042, located on the 10th Floor of the Theodore Levin Courthouse, 231 West Lafayette Street, Detroit, MI 48226, and will be continued to December 20, 2013 at 10:00 a.m. if needed The Confirmation Hearing may be adjourned from time to time without further notice except for an announcement of the adjourned date made at the hearing.

5. **Confirmation Objection Deadline.** The deadline for filing objections to confirmation of the Plan is December 13, 2013 at 5:00 p.m. (EST) (the "Confirmation Objection Deadline").

6. **Objections to the Plan.** All objections, if any, to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules, and any orders of the Bankruptcy Court; (c) state the name and address of the objecting party; (d) state with

particularity the basis and nature of any objection to the Plan and the proposed language to remedy such objection; and (e) be filed with the Bankruptcy Court and served so that it is **actually received** on or prior to the Confirmation Objection Deadline by the following parties:

a. To the Debtor: in care of Foley & Lardner, LLP, 500 Woodward Ave., Suite 2700, Detroit, MI 48226, attention Judy A. O'Neill and John A. Simon

b. To the DIP Lender: in care of Ray Schrock, Esq., Kirkland & Ellis, LLP, 601 Lexington Avenue New York, NY 10022 , and Jeffrey Pawlitz, Esq., Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654, and Robert Hertzberg, Esq., Pepper Hamilton LLP, 4000 Town Center, Suite 1800, Southfield, MI 48075

c. To the Official Committee of Unsecured Creditors: Brad Sandler, Esq. and Shirley Cho, Esq., Pachulski Stang Ziehl & Jones, LLP, 919 North Market Street, 17th Floor, Wilmington, DE 19801, and Sheryl L. Toby, Dykema Gossett PLLC, 39577 Woodward Avenue, Suite 300 Bloomfield Hills, MI 48304

d. The Office of the United States Trustee, 211 W. Fort Street, Suite 700, Detroit, MI 48226, attention Kelley Callard.

e. To counsel for the Senior Subordinated Debt Holders: Clinton E. Cutler, Fredrikson & Byron, P.A., 200 South Sixth Street, Suite 4000, Minneapolis, MN 55402

7. **Obtaining Solicitation Materials.** Non-voting creditors may obtain copies of solicitation materials by: (a) writing to Kurtzman Carson Consultants, LLC at 2335 Alaska Avenue, El Segundo, CA 90245; (b) downloading such documents (excluding the Ballots), **free of charge**, from the Debtor's restructuring website at www.kccllc.net/groebfarms; or (c) visiting the Bankruptcy Court's website at http://www.mieb.uscourts.gov.

BINDING NATURE OF THE PLAN

THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE DEBTOR'S BANKRUPTCY CASE, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.

Dated: November 8, 2013
Detroit, Michigan

FOLEY & LARDNER LLP

/s/Judy A. O'Neill
Judy A. O'Neill (P32142)
Tamar N. Dolcourt (P73425)
One Detroit Center
500 Woodward Ave., Suite 2700
Detroit, MI 48226-3489
(313) 234-7100 (Telephone)
(313) 234-2800 (Facsimile)

Proposed Counsel for the Debtor and Debtor in Possession

EXHIBIT 6

THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

In re:

GROEB FARMS, INC.,	Case No. 13-58200
Debtor.	Hon. Walter Shapero
	Chapter 11

NOTICE OF NON-VOTING CREDITORS

TO: ALL HOLDERS OF CLAIMS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES WITH CONTINGENT, UNLIQUIDATED, OR DISPUTED CLAIMS WHO ARE NOT ENTITLED TO VOTE ON THE PLAN

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. Approval of the Disclosure Statement. On November 6, 2013, Groeb Farms, Inc., the debtor and debtor in possession in the above-captioned chapter 11 cases (the "Debtor") filed its Amended Plan of Reorganization (as may be amended from time to time, the "Plan") and filed its accompanying Second Amended Disclosure Statement on November 8, 2013 (as may be amended from time to time, the "Disclosure Statement").[1] The Bankruptcy Court for the Eastern District of Michigan (the "Bankruptcy Court") has approved the Second Amended Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on November 8, 2013 (the "Disclosure Statement Order").

2. Contingent, Unliquidated, or Disputed Claimholders Not Entitled To Vote. Holders of which the Debtor scheduled as disputed, unliquidated or contingent or which is scheduled as zero or unknown in amount, and (b) who did not or do not timely file a proof of claim before the applicable bar date are not entitled to vote on the Plan.

3. Treatment of Claims and Interests Under the Plan. Under the Plan, the nine Classes of Claims and Equity Interests will receive the treatment summarized below (the full treatment of each class may be found in Article III of the Plan):

- Class 1 Other Priority Claims will be paid in full.

[1] Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Disclosure Statement.

- Class 2 Other Secured Claims will be satisfied at the discretion of the Senior Lender Affiliate in full by either (i) full payment in cash, reinstatement pursuant to Section 1124 of the Bankruptcy Code, the return of such creditor's collateral, any other such consideration which renders it unimpaired.

- Class 3 Senior Loan Claims will receive (i) cash in satisfaction of any Allowed Senior Loan Claim in excess of $3,000,000; and (ii) a pro rata share of the New Equity pursuant to the New Equity Distribution Calculation.

- Class 4 Senior Subordinated Note Claims will receive a pro rata share of the New Subordinated Notes and New Warrants.

- Class 5A Trade Claims will receive either (1) full payment of its Trade Claim Distribution upon executing a New Trade Agreement with the Reorganized Debtor over 18 months, and a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust on account of its Trade Deficiency Claim, or (2) a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust in accordance with the General Unsecured Claims Waterfall.

- Class 5B Other General Unsecured Claims will receive a pro rata share of the proceeds from the General Unsecured Claims Litigation Trust in accordance with the General Unsecured Claims Trust Waterfall.

- Class 5C Unsecured Convenience Class Claims will be paid in full.

- Class 6 Section 510(b) Claims will be cancelled upon the Effective Date with no distribution to the holders of such claims.

- Class 7 Existing Equity Interests will be cancelled upon the Effective Date with no distribution to the holders of such interests.

4. **The Confirmation Hearing Date.** The hearing ("Confirmation Hearing") on the final approval of this Disclosure Statement will be consolidated with the hearing on the confirmation of the Plan, which hearing has been set for December 19, 2013 at 2:00 p.m. (EST) at the U.S. Bankruptcy Court for the Eastern District of Michigan located at Courtroom 1042, located on the 10th Floor of the Theodore Levin Courthouse, 231 West Lafayette Street, Detroit, MI 48226, and will be continued to December 20, 2013 at 10:00 a.m. if needed The Confirmation Hearing may be adjourned from time to time without further notice except for an announcement of the adjourned date made at the hearing.

5. **Confirmation Objection Deadline.** The deadline for filing objections to confirmation of the Plan is December 13, 2013 at 5:00 p.m. (EST) (the "Confirmation Objection Deadline").

6. **Objections to the Plan.** All objections, if any, to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules, and any orders of the

Bankruptcy Court; (c) state the name and address of the objecting party; (d) state with particularity the basis and nature of any objection to the Plan and the proposed language to remedy such objection; and (e) be filed with the Bankruptcy Court and served so that it is **actually received** on or prior to the Confirmation Objection Deadline by the following parties:

a. To the Debtor: in care of Foley & Lardner, LLP, 500 Woodward Ave., Suite 2700, Detroit, MI 48226, attention Judy A. O'Neill and John A. Simon

b. To the DIP Lender: in care of Ray Schrock, Esq., Kirkland & Ellis, LLP, 601 Lexington Avenue New York, NY 10022 , and Jeffrey Pawlitz, Esq., Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654, and Robert Hertzberg, Esq., Pepper Hamilton LLP, 4000 Town Center, Suite 1800, Southfield, MI 48075

c. To the Official Committee of Unsecured Creditors: Brad Sandler, Esq. and Shirley Cho, Esq., Pachulski Stang Ziehl & Jones, LLP, 919 North Market Street, 17th Floor, Wilmington, DE 19801, and Sheryl L. Toby, Dykema Gossett PLLC, 39577 Woodward Avenue, Suite 300 Bloomfield Hills, MI 48304

d. The Office of the United States Trustee, 211 W. Fort Street, Suite 700, Detroit, MI 48226, attention Kelley Callard.

e. Counsel for the Senior Subordinated Debt Holders, Clinton E. Cutler, Fredrikson & Byron, P.A., 200 South Sixth Street, Suite 4000, Minneapolis, MN 55402.

7. **Obtaining Solicitation Materials.** Non-voting creditors may obtain copies of solicitation materials by: (a) writing to Kurtzman Carson Consultants, LLC at 2335 Alaska Avenue, El Segundo, CA 90245; (b) downloading such documents (excluding the Ballots), **free of charge**, from the Debtor's restructuring website at www.kccllc.net/groebfarms; or (c) visiting the Bankruptcy Court's website at http://www.mieb.uscourts.gov.

BINDING NATURE OF THE PLAN

THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE DEBTOR'S BANKRUPTCY CASE, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.

Dated: November 8, 2013
Detroit, Michigan

FOLEY & LARDNER LLP

/s/Judy A. O'Neill
Judy A. O'Neill (P32142)
Tamar N. Dolcourt (P73425)
One Detroit Center
500 Woodward Ave., Suite 2700
Detroit, MI 48226-3489
(313) 234-7100 (Telephone)
(313) 234-2800 (Facsimile)

Proposed Counsel for the Debtor and Debtor in Possession

EXHIBIT 7

THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

In re:

GROEB FARMS, INC.,

Debtor.

Case No. 13-58200

Hon. Walter Shapero

Chapter 11

UNSECURED CREDITOR BALLOT FOR CLASS 5A TRADE CLAIMS FOR ACCEPTING OR REJECTING DEBTOR'S PLAN OF REORGANIZATION

Groeb Farms, Inc. (the "Debtor"), [1] the debtor and debtor-in-possession, are proposing the Debtor's Plan of Reorganization pursuant to Chapter 11 of the Bankruptcy Code (the "Plan").

The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Kurtzman Carson Consultants at its website: www.kccllc.net/groebfarms.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your claim's classification and treatment under the Plan.

Your claim has been classified as a Class 5A Trade Claim, If you have executed a New Trade Agreement with the Debtor on or before the Voting Deadline, your claim will receive the following treatment:

(1) a cash recovery equal to such holder's Trade Claim Distribution, which the Reorganized Debtor shall satisfy by paying 110% on each invoice for goods shipped or services delivered to the Debtor or Reorganized Debtor, as applicable: (i) for goods shipped or services delivered after the execution of such New Trade Agreement, but before the Effective Date, the later of (A) promptly after the Effective Date and (B) when such invoice becomes due under its terms, and (ii) for goods shipped or services delivered after the Effective Date, with each payment of such invoice for goods shipped or services delivered post-Effective Date; *provided*, *however*, that the Reorganized Debtor shall satisfy the Trade Claim Distribution by no later than the date that is 18 months after the Effective Date; and (2) the Pro Rata share of the proceeds from the General Unsecured Claims Litigation Trust on account of its Trade Deficiency Claim, in accordance with the General Unsecured Claims Waterfall.

If you have not executed a New Trade Agreement with the Debtor on or before [VOTING DEADLINE], your claim will receive the following treatment:

A pro rata share of the proceeds from the General Unsecured Claims Litigation Trust.

Please indicate if you have executed a New Trade Agreement with the Debtor on or before [VOTING DEADLINE].

____ I have executed a New Trade Agreement with the Debtor on or before [VOTING DEADLINE] (as such term is defined in Article I.A.96 of the Plan).

If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.

After you complete the ballot below, make a copy for yourself and send your original ballot to [INSERT] **on or before** [INSERT]. If you do not submit the original ballot by that date and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

In the event the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

[1] Capitalized Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

ACKNOWLEDGEMENT OF RELEASE:

I understand and acknowledge that a vote for the Plan constitutes my agreement to the following release:

As of the Effective Date, each Released Party and each holder of a Claim against or an Interest in the Debtor that votes in favor of the Plan (or is deemed to accept under the Plan) shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever, released and discharged each Released Party from any and all claims, equity interests, obligations, debts, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, existing or hereafter arising, in law, at equity, whether for tort, fraud, contract, violations of federal or state securities laws, or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtor, the Reorganized Debtor, the restructuring transactions contemplated herein, the Chapter 11 Case, the purchase, sale, or rescission of the purchase or sale of any security of the Debtor or the Reorganized Debtor, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between the Debtor and any Released Party, the restructuring of claims and equity interests prior to or in the Chapter 11 Case, the negotiation, formulation, or preparation of the Restructuring Support Agreement, the Plan, the Disclosure Statement, the Plan Supplement, or related agreements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence, in each case, taking place on or before the Effective Date; provided, however, the foregoing release shall not apply to any obligations arising under the Confirmation Order, the Plan, the Plan Supplement, the Exit Facility Documents, and any contracts, instruments, releases, and other agreements or documents delivered in connection with, or contemplated by, the foregoing, or to any Causes of Action (derivative or otherwise) transferred to the General Unsecured Claims Litigation Trust hereunder.

ACCEPTANCE OR REJECTION OF THE PLAN

«Creditor» (the "Creditor") is the holder of a Class __ claim against the Debtor. Creditor's Claim has a Temporary Allowed Amount of «Claim». The Temporary Allowed Amount is equal to the amount either scheduled by the Debtor, filed on the Creditor's Proof of Claim, agreed to between the Debtor and the Creditor, or otherwise ordered by the Court .

By voting to accept the Plan, you are agreeing to be bound by all of the terms and conditions of the Plan.

☐ YES, ACCEPTS THE PLAN ☐ NO, REJECTS THE PLAN

Dated: _____, 2013

Name of Creditor: «Creditor»

Signature: _____

Title (if corporation, LLC, partnership or other entity) _____

Address: «Address1»
«Address2»
«City», «State» «Zip»

EXHIBIT 8

THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

In re:

GROEB FARMS, INC.,

Debtor.

Case No. 13-58200

Hon. Walter Shapero

Chapter 11

UNSECURED CREDITOR BALLOT FOR CLASS 5B OTHER GENERAL UNSECURED CLAIMS FOR ACCEPTING OR REJECTING DEBTOR'S PLAN OF REORGANIZATION

Groeb Farms, Inc. (the "Debtor"),[1] the debtor and debtor-in-possession, are proposing the Debtor's Plan of Reorganization pursuant to Chapter 11 of the Bankruptcy Code (the "Plan").

The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from Kurtzman Carson Consultants at its website: www.kccllc.net/groebfarms.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your claim's classification and treatment under the Plan.

Your claim has been classified as a Class 5B Other General Unsecured Claim. Your claim will receive the following treatment:

A pro rata share of the proceeds from the General Unsecured Claims Litigation Trust in accordance with the General Unsecured Claims Trust Waterfall.

If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.

After you complete the ballot below, make a copy for yourself and send your original ballot to [INSERT] **on or before** [INSERT]. If you do not submit the original ballot by that date and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

In the event the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

[1] Capitalized Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

ACKNOWLEDGEMENT OF RELEASE:

I understand and acknowledge that a vote for the Plan constitutes my agreement to the following release:

As of the Effective Date, each Released Party and each holder of a Claim against or an Interest in the Debtor that votes in favor of the Plan (or is deemed to accept under the Plan) shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever, released and discharged each Released Party from any and all claims, equity interests, obligations, debts, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, whether known or unknown, foreseen or unforeseen, liquidated or unliquidated, existing or hereafter arising, in law, at equity, whether for tort, fraud, contract, violations of federal or state securities laws, or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtor, the Reorganized Debtor, the restructuring transactions contemplated herein, the Chapter 11 Case, the purchase, sale, or rescission of the purchase or sale of any security of the Debtor or the Reorganized Debtor, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between the Debtor and any Released Party, the restructuring of claims and equity interests prior to or in the Chapter 11 Case, the negotiation, formulation, or preparation of the Restructuring Support Agreement, the Plan, the Disclosure Statement, the Plan Supplement, or related agreements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence, in each case, taking place on or before the Effective Date; provided, however, the foregoing release shall not apply to any obligations arising under the Confirmation Order, the Plan, the Plan Supplement, the Exit Facility Documents, and any contracts, instruments, releases, and other agreements or documents delivered in connection with, or contemplated by, the foregoing, or to any Causes of Action (derivative or otherwise) transferred to the General Unsecured Claims Litigation Trust hereunder.

ACCEPTANCE OR REJECTION OF THE PLAN

«Creditor» (the "Creditor") is the holder of a Class __ claim against the Debtor. Creditor's Claim has a Temporary Allowed Amount of «Claim». The Temporary Allowed Amount is equal to the amount either scheduled by the Debtor, filed on the Creditor's Proof of Claim, agreed to between the Debtor and the Creditor, or otherwise ordered by the Court .

By voting to accept the Plan, you are agreeing to be bound by all of the terms and conditions of the Plan.

☐ YES, ACCEPTS THE PLAN ☐ NO, REJECTS THE PLAN

Dated: _____, 2013

Name of Creditor: «Creditor»

Signature: _____

Title (if corporation, LLC, partnership or other entity) _____

Address: «Address1»
«Address2»
«City», «State» «Zip»