UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

In re: **GROEB FARMS, INC.** Debtor.	**Chapter 11** Case No. 13-58200 Judge Walter Shaper

COVER SHEET TO FIRST AND FINAL APPLICATION OF CONWAY MACKENZIE, INC. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE DEBTOR FROM SEPTEMBER 30, 2013 THROUGH DECEMBER 31, 2013

Name of Applicant:	Conway MacKenzie, Inc.
Authorized to Provide Professional Services to:	Groeb Farms, Inc.
Date of Retention:	November 8, 2013, *nunc pro tunc* to October 1, 2013
Period for which compensation and reimbursement are sought:	September 30, 2013 through December 31, 2013[1]
Amount of Compensation sought to be approved as actual, reasonable, and necessary:	$623,925.50
Amount of Expense Reimbursement sought to be approved as actual, reasonable, and necessary:	$57,302.02

This is a(n): __ monthly __ interim __X__ final application

[1] The Period includes certain out of pocket expenses incurred immediately prior to the Petition Date.

Fees and Expenses Received As of January 31, 2014:

Date	Period Covered	Requested		Status
		Fees	**Expenses**	
11/11/13	9/30/2013 – 10/31/2013	$199,137.20 (80% of $248,921.50)	$30,181.06	Payment has been received
12/12/13	11/01 – 11/30/2013	$153,828.00 (80% of $192,285.00)	$12,320.01	Payment has been received
01/13/14	12/01 – 12/31/2013	$146,175.20 (80% of $182,719.00)	$14,800.95	Payment has been received

Summary of Compensation and Biographical Information by Professional for the Aggregate Period:

NAME OF PROFESSIONAL INDIVIDUAL	POSITION, EXPERIENCE, CERTIFICATIONS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL FEES BILLED
MacKenzie, Donald S.	Senior Managing Director, Certified Turnaround Professional, CPA	$695	35.9	$24,950.50
Stallkamp, Timothy B.	Managing Director	$495	498.1	$246,559.50
Gupta, Abhimanyu	Senior Associate	$375	514.5	$192,937.50
Wills, Michael J.	Senior Associate, CPA	$335	460.7	$154,334.50
Allen, Katherine M.	Paraprofessional	$135	36.6	$4,941.00
Padley-Bolo, Kathryn T.	Paraprofessional	$135	1.0	$135.00
Dillon, Tiffany M.	Paraprofessional	$135	0.5	$67.50
Total Time		**Blended Rate: $403.23**	**1,547.3**	**$623,925.50**

Summary of Compensation by Project Category:

Project Category	**Total Hours**	**Total Fees**
Accounting	13.8	$4,943.00
Assumption and Rejection of Leases	28.9	$10,577.50
Business Analysis	181.6	$86,960.00
Business Operations	358.8	$135,978.00
Case Administration	126.0	$43,398.00
Claims Administration	26.2	$8,873.00
Data Analysis	306.8	$120,866.00
Meetings and Communication	322.9	$142,671.50
Non-Working Travel	91.5	$35,512.50
Projections and Modeling	90.8	$34,146.00
Total Hours and Fees	**1,547.3**	**$623,925.50**

EXPENSE SUMMARY

Expense Category	Total Expenses
Airfare	$14,518.55
Ground Transportation	$17,108.18
Lodging	$13,635.47
Meals	$3,059.54
Research	$179.09
Courier, Communication, and Other Out of Pocket Charges	$8,801.19
Total Expenses	**$57,302.02**

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

In re: **GROEB FARMS, INC.** Debtor.	**Chapter 11** Case No. 13-58200 Judge Walter Shapero

APPLICATION OF CONWAYMACKENZIE INC FOR FIRST AND FINAL ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE DEBTOR

In accordance with Sections 328, 330 and 1103 of the Bankruptcy Code, and this Court's Order Pursuant to Sections 331 and 105(a) of the Bankruptcy Code, Bankruptcy Rule 2016(a) and Local Rule 2016-3 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Dkt. No. 207) (the "Administrative Order"), Conway MacKenzie, Inc. ("Conway MacKenzie", or "CM"), as financial advisor to Groeb Farms, Inc. as Debtor and Debtor-in-Possession (the "Debtor"), submits its first and final application (the "Application") for allowance of compensation for services rendered and for reimbursement of expenses for the period from September 30, 2013 through December 31, 2013 (the "Aggregate Period"). By this Application, Conway MacKenzie seeks final approval of fees incurred for services rendered in the amount of $623,925.50 and expenses in the amount of $57,302.02. This Application does not include fees and expenses incurred after December 31, 2013, the "Effective Date" of the Debtor's confirmed Second Amended Plan of Reorganization (the "Plan").[1] In support of this Application, CM respectfully represents as follows:

[1] In accordance with Article II of the Debtors' confirmed Second Amended Plan of Reorganization, and Paragraph 57 of the Confirmation Order, professional fees and expenses incurred after the Effective Date are to be

PRELIMINARY STATEMENT

The Debtor's Plan was confirmed 81 days after the case was filed. Such an expeditious result would not have been possible without the diligent work of Conway MacKenzie's professionals working on the matter. CM's professionals all devoted significant time and effort to this matter to ensure that the Debtor would be able to emerge from bankruptcy quickly, while protecting the Debtor's business from myriad value-destroying threats.

Before this case was filed, it was clear that the only way the Debtor could avoid liquidation was to find a party who would purchase the company or sponsor a bankruptcy plan. The Debtor found such a plan sponsor, but needed to complete its bankruptcy reorganization in approximately 90 days based on the timelines set out by the sponsor. In order to meet this aggressive timeline, the Debtor required the assistance of a financial advisor to assist with the reporting requirements of bankruptcy law and to provide financial advisory services with respect to various corporate governance, transaction, and operational issues.

From the start of the engagement, CM professionals were actively involved with the Debtor's management team and the Debtor's other professionals, particularly its insolvency counsel and investment bank, at reaching a successful restructuring that maximized recovery for the Debtor's creditors and preserved the Debtor's ongoing operations. Among other actions critical for the Debtor's restructuring, CM professionals created the weekly cash flow model for monitoring liquidity, assisted in the negotiations and process for the Debtor's trade agreements with participating creditors, and actively assisted the Debtor's management team in creditor negotiations required for sustaining critical inventory receipts during the restructuring process.

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paid by the Debtor (now, the "Reorganized Debtor") in the ordinary course of business, after the Reorganized Debtor's receipt of reasonably detailed invoices.

In addition, CM was integral in all facets of the Debtor's bankruptcy finance and operating reports. The vast majority of CM's time incurred on the engagement was spent on site at the Debtor's headquarters in Michigan, working hand-in-hand with the Debtor's management team.

In light of the foregoing, CM respectfully requests that this Court approve its accrued fees and expenses.

Jurisdiction and Venue

1. This Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b) (2). Venue of these proceedings and this Application is proper in this Court pursuant to 28 U.S.C. §§1408 and 1409.

2. The legal bases for the relief requested herein include Sections 327(a), 328, and 330 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules and Rule 2016-1 of the Local Rules.

Background

3. On October 1, 2013 (the "Petition Date"), the Debtor filed its voluntary petition for relief under chapter 11 of the Bankruptcy Code.

4. On October 14, 2013, the Debtor filed an Application to Employ and Retain Conway MacKenzie as its financial advisor (the "Employment Application"). On November 8, 2013, the Court entered a final order approving the Employment Application *nunc pro tunc* to October 1, 2013 (the "Retention Order") authorizing CM to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses. A copy of Conway MacKenzie's engagement letter with the Debtor is included as **Exhibit 2**. The Retention Order is included as **Exhibit 3**.

5. On November 8, 2013, the Debtor filed the Plan and on December 19, 2013, the Confirmation Hearing was held approving the Plan.

6. On December 20, 2013, the Court filed its Findings of Fact, Conclusions of Law and Order Approving the Second Amended Disclosure Statement and Confirming Second Amended Plan of Reorganization of Groeb Farms, Inc. (the "Confirmation Order").

7. The Effective Date of the Plan occurred on December 31, 2013.

Summary of Fees and Disbursements and Services Rendered for the Period from September 30, 2013 through December 31, 2013

8. As of the date hereof, CM has submitted three monthly fee statements (" Fee Statements") in this case pursuant to the Administrative Order:

a. The First Monthly Fee Statement dated November 11, 2013 for services rendered from October 1, 2013 through October 31, 2013 in the amount of $248,921.50 in fees and $30,181.06 in expenses (expenses dating to September 30, 2013, one day prior to the Petition Date). No parties objected to the First Monthly Fee Statement. CM has received payment on account of the First Monthly Fee Statement in the amount of $229,318.26 (80% of fees and 100% of expenses).

b. The Second Monthly Fee Statement dated December 12, 2013 for services rendered from November 1, 2013 through November 30, 2013 in the amount of $192,285.00 in fees and $12,320.01 in expenses. No parties objected to the Second Monthly Fee Statement. CM has received payment on account of the Second Monthly Fee Statement, in the amount of $166,148.01 (80% of fees and 100% of expenses).

c. The Third Monthly Fee Statement dated January 13, 2014 for services rendered from December 1, 2013 through December 31, 2013 in the amount of

$182,719.00 in fees and $14,800.95 in expenses. As of the date of this Application, no parties have objected to the Third Monthly Fee Statement. CM received $160,976.15 (80% of fees and 100% of expenses) relating to the Third Monthly Fee Statement on February 4, 2013.

d. The Fee Statements include the project categories described below, including a description of the primary tasks and professional services rendered by CM during each applicable period. These categories have been arranged to facilitate the presentation of major categories of work performed, and to comply with the requirements of the Court, the Office of the U.S. Trustee, and the Bankruptcy Code.

Summary of Fees and Disbursements and Services

9. Below is a description of the services rendered by CM on behalf of the Debtor for the Aggregate Period. Fee detail for these services was provided to the Debtor in the Monthly Fee Statements. These services have not been the subject of any interim fee applications filed with the Court. Conway MacKenzie records and charges time for its professional services based upon the nature, extent, and value of such services, and the cost of comparable services other than in a case under the Bankruptcy Code.

10. Conway MacKenzie's professionals expended a total of 1,547.3 hours in the performance of actual and necessary services requested by the Debtor during this case. Pursuant to Local Bankruptcy Rule 2016-1(b), a schedule setting forth the total number of hours worked by each timekeeper, the total number of hours billed to the estate, and each timekeeper's respective hourly billing rate is annexed hereto as **Exhibit 4**. Detailed invoices with respect to such services and expenses are attached hereto as **Exhibit 5**. A biographical statement of the

professional experience of each of Conway MacKenzie's professionals is annexed hereto as **Exhibit 6**.

11. The project categories described below include a description of the primary tasks and professional services rendered by CM for the Debtor. These categories have been arranged to facilitate the presentation of major categories of work performed, and to comply with the requirements of the Court, the Office of the U.S. Trustee, and the Bankruptcy Code. A non-exclusive summary of CM's work in each category is set forth below. The detailed invoices attached as **Exhibit 5** represents the complete and detailed description of fees.

a. Accounting: 13.8 hours $4,943.00

Conway MacKenzie professionals assisted with the necessary accounting and booking required for the preparation of the monthly operating reports and bankruptcy schedules.

b. Assumption / Rejection of Leases: 28.9 hours $10,577.50

Conway MacKenzie professionals worked with the Debtor to identify existing lease obligations and to provide financial analysis related to savings to the Debtor from the rejection of certain leases and to analyze the cure costs of those obligations the Debtor determined to retain.

c. Business Analysis: 181.6 hours $86,960.00

CM professionals counseled the Debtor in the operation of its business during the case, including vendor, supplier and other issues. CM participated in weekly board of director conference calls, and weekly status update conference calls with the Debtor and its other professionals to discuss the status of the case, upcoming tasks to be completed, and ongoing concerns in this case. CM participated in the negotiations with the DIP Lender and the Unsecured Creditor's Committee to create a trade agreement with supporting creditors ("New Trade Agreement"), which was then offered to the Debtor's existing vendors to obtain the

desperately needed supply of materials for the Debtor to operate its business after the conclusion of the case. The New Trade Agreements entered into by approximately 22 of the Debtor's vendors were a critical lynchpin of the case, enabling the Debtor to ensure a stable supply of honey and other related goods at preferred pricing going forward. Without the New Trade Agreements, the Debtor would likely not have been able to reorganize.

d. Business Operations: 358.8 hours $135,978.00

Most of the time in this category stemmed from actions related to the Debtor's supply chain. Conway MacKenzie professionals assisted the Debtor in analyzing its supply chain and participated in daily reviews and action planning in order to keep inventory flowing for customer deliveries. As a broker, packager, and distributor of honey and other food ingredient products, the Debtor's supply chain is the lifeblood of its operations. CM professionals worked with the Debtor to set up a daily inventory tracking process, worked to resolve supplier shipment problems, and analyzed the effects of inventory levels on the Debtor's ongoing operations. Cm professionals also prepared analyses and information for the Debtor as it related to interactions and reporting requirements of the DIP lender.

e. Case Administration: 126.0 hours $43,398.00

Conway MacKenzie professionals assisted the Debtor in many aspects of the administration of the Debtor's bankruptcy case, including reviewing and analyzing all pleadings filed in the case, preparing schedules and statement of financial affairs, and amendments thereto, filing monthly operating reports, and responding to creditor inquiries.

f. Claims Administration: 26.2 hours $8,873.00

Conway MacKenzie professionals researched and analyzed 503(b)(9) claim issues, CM worked assisted with information required for bar date motions and related documents in

preparation of voting on the Plan, including analysis, objections and allowances of claims (for voting purposes). In addition, CM also worked with the lender regarding payment of certain pre-petition claims for vendors who would not provide services to the Debtor absent payment, and worked with the Debtor regarding reclamation claim issues.

g. Data Analysis: 306.8 hours $120,866.00

Conway MacKenzie professionals performed much of the analysis required for the Debtor's liquidity management and reporting, including short-term cash flow forecasting. In addition, CM professionals provided the data analysis required for the bankruptcy schedules and monthly operating reports. Time was also incurred relating to the stratification and identification of creditors. CM also provided the data analysis required of the claims agent for creditor noticing and Plan voting. Included in this category is time incurred by CM professionals as it related to data analysis required for the Plan and Disclosure Statement.

h. Meetings and Communications of Creditors: 322.9 hours $142,671.50

Conway MacKenzie professionals worked with the Debtor and Foley and Larder professionals (Debtor's counsel) on preparing for the two 341 creditor meetings. In addition, Conway MacKenzie professionals assisted in the negotiations with the Unsecured Creditors Committee and DIP lender as it related to the New Trade Agreement and other aspects of the Plan. This category also includes the time incurred by CM professionals negotiating and communicating with creditors with respect to various aspects of the Plan and the New Trade Agreements. As previously noted, the New Trade Agreement support was critical for the ongoing support and survival of the Debtor upon its emergence from bankruptcy protection.

i. Non-Working Travel: 91.5 hours $35,512.50

Conway MacKenzie professionals spent considerable time working at the Debtor's corporate headquarters in Onsted, MI. The nature of the Debtor's business condition and the speed of the restructuring process required significant on-site work. CM professionals were generally on site at the Debtor's headquarters 4 to 5 business days per week. Time incurred by CM professionals related to non-working travel was billed at 50% of the actual time incurred. That is, if a CM professional incurred 4 hours of travel time during a given week, only 2 hours were billed to the Debtor. CM professionals maximized efficiency during travel time to the extent possible.

j. Projections and Modeling: 90.8 hours $34,416.00

Conway MacKenzie professionals assisted the Debtor with developing a liquidity forecasting and reporting process. In addition, CM professionals assisted with the development of the Debtor's long-term financial plan and other financial modeling requirements requested of the Debtor, including the development of a detailed inventory tracking model.

Summary of Fees and Disbursements and Services Rendered for the Aggregate Period

12. This Application is the first and final fee application filed by Conway MacKenzie in this case. As stated above, this Application covers the Aggregate Period.

13. During the Aggregate Period, Conway MacKenzie's professionals expended a total of 1,547.3 hours in the performance of actual and necessary services requested by the Debtor. As a result, CM incurred fees of $623,925.50, and expenses in the amount of $57,302.02. The nature of the work is fully set forth in the Monthly Fee Statements described in

Paragraph 8 above and in Exhibit 5 attached hereto. All fees were incurred at Conway MacKenzie's standard hourly rates, based on a written engagement agreement with the Debtor.

14. The project categories described below summarize the professional services rendered by Conway MacKenzie during the Aggregate Period. These categories have been arranged to facilitate the presentation of major categories of work performed during the Aggregate Period. To comply with the requirements of the Court, the Office of the U.S. Trustee, and the Bankruptcy Code, CM has used the same categories and provided summaries of the activities undertaken for each category in each of its previously-served Monthly Fee Statements, as well as herein. For ease of reference, the total amount of fees expended in each project category for the Aggregate Period is set forth below.

Project Category	**Total Fees Incurred**
Accounting	$4,943.00
Assumption and Rejection of Leases	$10,577.50
Business Analysis	$86,960.00
Business Operations	$135,978.00
Case Administration	$43,398.00
Claims Administration	$8,873.00
Data Analysis	$120,866.00
Meetings and Communication	$142,671.50
Non-Working Travel	$35,512.50
Projections and Modeling	$34,146.00

Fee Statements For the Aggregate Period

15. Detailed fee statements for the Aggregate Period were filed on a monthly basis in the Monthly Fee Statements and are incorporated by reference herein as described above in Paragraph 8, which are attached hereto as Exhibit 5, and which are further detailed above.

16. This Application has been provided to the Debtor, which approved its filing. In compliance with the Trustee's Guidelines, Conway MacKenzie states that it has served upon the Debtor all of its monthly fee statements to date.

17. In accordance with the Administrative Order, monthly statements have been served upon the U.S. Trustee, the counsel for the Committee, and counsel to the Debtor's prepetition senior secured lender and postpetition lender. There have been no objections to any of Conway MacKenzie's Monthly Fee Statements to date.

Valuation of Services Rendered

18. Conway MacKenzie's services to the Debtor have been beneficial to the Debtor, by enabling the Debtor's successful reorganization, and have also furthered the interests of the Debtor's creditors by ensuring the Debtor will be able to continue its operations and make distributions to its creditors.

19. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Conway MacKenzie respectfully submits that the amount requested by CM is fair and reasonable given: (a) the complexity of this case; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under this title. CM has reviewed the requirements of Mich. Bankr. L.R. 2016-3 and believes this Application substantially complies with that rule.

20. To the best of Conway MacKenzie's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedures, the Guidelines adopted by the Office of the United States Trustee, Mich. Bankr. L.R. 2016-3 and the Administrative Order.

Reservation of Rights

21. Conway MacKenzie has filed this Application, seeking final approval of fees and expenses as set forth herein. CM reserves the right to modify or supplement this Application, including the right to remove the request for final compensation herein, if circumstances change in this case.

Conclusion

WHEREFORE, Conway MacKenzie respectfully requests final allowance of compensation for services rendered and for reimbursement of expenses for the Aggregate Period in the amount of $623,925.50 for fees and expenses in the amount of $57,302.02.

Dated: February 5, 2014

Respectfully Submitted,

CONWAY MACKENZIE, INC.

By: */s/ Tim Stallkamp*

Managing Director
600 Fifth Ave.
25th Floor
New York, NY 10020
(212) 586-2200
Tstallkamp@ConwayMacKenzie.com

EXHIBIT 1

Proposed Order

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

In re: **GROEB FARMS, INC.** Debtor.	**Chapter 11** Case No. 13-58200 Judge Walter Shapero

ORDER APPROVING FIRST AND FINAL APPLICATION OF CONWAY MACKENZIE, INC. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE DEBTOR

This matter having come before this Court on the First and Final Fee Application of Conway MacKenzie, Inc. ("Conway MacKenzie"), as financial advisor for Groeb Farms, Inc. as the Debtor and Debtor-in-Possession (the "Debtor"), for an Order Allowing Compensation for Professional Services Rendered and for Reimbursement of Expenses (the "Application"),[1] and notice of the Application having been served in accordance with the Administrative Order and no objections to the Application having been filed, or such objections having been withdrawn or denied; and this Court being fully advised in the premises:

IT IS HEREBY ORDERED that the Application is granted.

IT IS HEREBY ORDERED that Conway MacKenzie, as financial advisor to the Debtor, is granted a final allowance of all fees and expenses incurred during the Aggregate Period, which fees are in the amount of $623,925.50, and which expenses are in the amount of $57,302.02.

IT IS HEREBY ORDERED that the fourteen-day stay provided under Federal Rule of Bankruptcy Procedure 4001(a)(3) shall not apply.

[1] Certain Capitalized terms not otherwise defined herein shall have the meaning set forth in the Application.

IT IS HEREBY ORDERED that the Court shall retain jurisdiction to interpret and enforce the terms of this Order.

EXHIBIT 2

Conway MacKenzie, Inc. Engagement Letter with Debtor

CONWAY MACKENZIE

600 FIFTH AVENUE, 25TH FLOOR
NEW YORK, NY 10020
(212) 586-2200 | (212) 586-5400 FAX
WWW.CONWAYMACKENZIE.COM

ATLANTA | CHICAGO | DALLAS | DAYTON | DETROIT | FRANKFURT | HOUSTON | LONDON | LOS ANGELES | NEW YORK

July 26, 2013

Private & Confidential
Via E-mail

Mr. Rolf Richter
President and CEO
Groeb Farms, Inc.
10464 Bryan Highway
Onsted, MI 49265

Re: Engagement of Conway MacKenzie, Inc. to Provide Professional Services to Groeb Farms, Inc.

Dear Mr. Richter:

This engagement letter (the "Agreement") proposes the terms and conditions of the engagement (the "Engagement") by Groeb Farms, Inc. (the "Company") of Conway MacKenzie, Inc. ("CM") to provide professional services in connection with the Company's current financial and operational challenges.

Scope of Engagement

Based upon confidential discussions with you, CM's services are contemplated to include, but may be subsequently modified depending upon the circumstances, new information, and at your direction, the following:

1. Detailed review of recent historical financial information to enable an understanding of the key drivers of trends in financial performance and as a basis, in part, to evaluate and assess the revised business plan and financial projections of the Company;

2. Detailed analysis of the short and longer term cash flow projections and financing requirements of the Company and the identification of opportunities for improvement and recommendations for the means of implementation;

3. Evaluation of the Company's cost structures, identification of opportunities for any additional improvements, and management's plans for implementing improvements;

4. Assistance with evaluation of alternative strategies for addressing balance sheet, operating and other risks and opportunities in the business;

5. Review, analyze and evaluate the Company's updated financial projections, strategic plans and other information necessary to assess the achievability of the Company's revised business plan and means to optimize value with identification of opportunities and risks to that plan;

6. Prepare the starting cash budget or provide an assessment of the Company's starting cash budget;

7. Provide to Wells Fargo Bank, National Association (the "Lender"), with the Company's approval, on a weekly basis, no later than the second business day of each week, a reconciliation of the starting cash budget (or, if applicable, any other cash budget provided to and approved by the Lender) reflecting the weekly and cumulative variance of "Cash Receipts" and "Cash Disbursements" of the Company to the cash budget;

8. Provide to the Lender and the Company no later than August 30, 2013, its initial report assessing the Company's business and providing recommendations regarding the Company's financial and business strategy, including recommendations for working capital strategies for implementation with vendors and customers;

9. Provide to the Lender, with the Company's approval, no later than August 30, 2013, either an updated cash budget for the period starting August 29, 2013 or an assessment of the starting cash budget. If such assessment of the starting cash budget by CM recommends or finds that changes to the starting cash budget are appropriate or necessary, such assessment shall be accompanied by a recommended replacement cash budget; and

10. Other services as directed and as mutually agreed, including, without limitations, take any other actions that are required by the Credit and Security Agreement, dated as of January 30, 2012, between the Company and the Lender, as amended from time to time.

It is envisioned that our analysis will be documented in an executive summary style report of our written findings which will be supplemented, as appropriate, by informal verbal and/or written updates. All of our work will be closely coordinated with you and your management team, and with the work of the Company's other professionals so as to not duplicate initiatives and related costs as well as to deliver a coordinated work product and result for the Company.

Engagement Fees and Expenses

Fees for our services will be based upon the actual number of hours incurred at our standard hourly rates ranging from $135 (paraprofessional) to $695 (senior managing director).

Based upon our discussions of the scope of work, we anticipate using a very small team of mid-level professionals with oversight provided by Donald MacKenzie. In addition, CM shall be entitled to reimbursement of its reasonable and documented out-of-pocket expenses incurred from time to time during the term hereof in connection with the Engagement. Invoices for professional services together with out-of-pocket expenses incurred will be billed on a weekly basis and are due upon receipt via wire transfer in accordance with the accompanying instructions. Hourly rates are subject to periodic adjustment. In addition, we require a retainer of $35,000 which will be deposited into our client trust account and set off against the final invoice at the conclusion of services under this Agreement with any balance due the Company returned at that time.

Access to Records

In order for us to perform our services, it will be necessary for our personnel to have unfettered access to the Company's books, records and reports, and to have discussions with Company personnel. Accordingly, we understand that the Company has agreed to cooperate with our personnel, and to make available its personnel and fully disclose any books, records and other sources from which data can be obtained and that the books, records and reports of the Company are of reasonable organization and quality.

Non-Audit

Because of the time and scope limitations implicit in our engagement, the depth of our analysis and verification of data is significantly limited. We understand that we are not being requested to perform an audit nor apply generally accepted auditing standards or procedures. We understand that we are entitled, in general, to rely on the accuracy and validity of the data disclosed to us or supplied to us by employees and representatives of the Company. We will not, nor are we under any obligation to update data submitted to us or review any areas unless you specifically request us to do so in writing.

Confidentiality

It is agreed that all professional services will be performed on a confidential basis. Any information that CM requests of the Company will be for the sole purpose of accomplishing the services as described above, and such information shall be used for no other purposes. Such information will be held in confidence and not used, disclosed to others, or in any way used by CM for any purposes other than as specifically provided for by the terms of this Agreement. Notwithstanding the foregoing, consistent with CM's fiduciary duties to the Company, CM will communicate with the Lender in accordance with the Forbearance Agreement and Fourth Amendment to Credit and Security Agreement dated on or about the date hereof between the Company and the Lender. CM will restrict dissemination of any information provided or disclosed to us or to our employees and agents who have an actual need to know, and are

informed by us of the confidential nature of the information and the obligations herein. All such information shall remain the sole property of the Company and CM shall obtain no right of any kind to any of the information. Upon written notice, CM will promptly return all writings, records, documents and copies containing and/or referencing any of the confidential information.

Disclosure of Pre-existing Relationships

CM knows of no facts or circumstances that would represent a conflict of interest for it with regard to this Engagement.

Covenant Regarding Hiring of CM Employees

The Company agrees to notify CM if it extends an offer of employment to an employee of CM working on this Engagement ("CM Engagement Employee"). In recognition of the training, time, and other resources CM invests in the development of CM's employees, in the building of relationships between clients and CM employees, the loss of client billable time that is necessitated by the transition of client files from a departing employee to another employee, and the difficulty of placing a monetary value on these investments by CM, the Company further agrees that if it hires any CM Engagement Employee up to two years subsequent to the date of the final invoice rendered by CM for this Engagement, the Company will pay CM a cash fee in the amount $1 million. Such cash fee shall be paid upon the Company's hiring of such CM Engagement Employee. This Agreement does not prohibit the Company from making general solicitations for employment or from soliciting for employment any individuals who have ceased to be employees or agents of CM prior to such solicitation.

Indemnification

In consideration of our agreement to act on the Company's behalf in connection with this Engagement, the Company agrees to indemnify, hold harmless, and defend CM and certain other entities and persons as set forth on the attached Schedule 1.

Limitation of Liability

CM and any of its partners, employees, agents, officers, directors, affiliates, subsidiaries, shareholders, successors, heirs or assigns shall not be liable to the Company or any of its equity holders for any loss or damage except such as is a direct result of CM's gross negligence or willful misconduct. CM will in no case be liable for special, incidental, consequential, punitive or indirect loss or damage, including lost profits or lost savings, whether or not such are foreseeable or CM has been advised of the possibility of such damage. CM's liability, if any, under or in relation to this Agreement shall be limited in amount to fees paid to CM by the Company for services rendered.

Termination

Either the Company or CM may terminate this Agreement at any time and for any reason whatsoever provided that, if terminated by either party, all professional fees and expenses due, both billed and unbilled, up through the time and date of termination shall become immediately due and payable. The confidentiality, covenant regarding hiring of CM employees, indemnification, limitation of liability and dispute resolution provisions of this Agreement shall survive termination of CM's engagement by the Company.

Dispute Resolution

In the event of a dispute, each of the parties agrees to submit to binding arbitration exclusively to resolve any and all differences and disputes which may arise between them (and their heirs, successors, assigns, employees, officers, directors, affiliates, subsidiaries, or shareholders) related to this Agreement, any other agreement between the parties, or otherwise arising between the parties. Prior to initiating arbitration, the parties shall first meet face-to-face to affect a resolution of the differences. Any differences, which the parties are unable to resolve in said face-to-face meeting, shall be heard and finally settled in Michigan or in any other location mutually agreed upon by the parties, by binding arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association. Such arbitration shall be initiated in the Southfield, Michigan office of the American Arbitration Association. Any award entered in any such arbitration shall be final, binding, and may be entered and enforced in any court of competent jurisdiction.

Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the state of Michigan without regard to such state's rules concerning conflict of laws.

Severability

If any term, provision or portion of this Agreement be determined to be invalid, void or unenforceable, the remainder of the terms, provisions and portions of this Agreement shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

Complete Understanding

This Agreement sets forth the entire understanding of the parties concerning the matters contained herein and supersedes all prior agreements, arrangements and communications, whether oral or written, with respect to the matters contained herein.

Modification

This Agreement may not be altered, modified or changed in any manner except by a writing duly executed by the parties hereto.

Notices

All notices required or permitted to be delivered under this Agreement shall be sent, if to CM, to the address set forth at the head of this Agreement, to the attention of Mr. Van E. Conway, and if to the Company, to the address set forth above to the attention of the Company's General Counsel, or to such other name or address as may be given in writing to the other party. All notices under this Agreement shall be sufficient if delivered by facsimile or overnight mail. Any notice shall be deemed to be given only upon actual receipt.

* * * * * * * * * * *

Acceptance of Terms and Conditions

If you are in agreement with the foregoing terms of our Engagement, please sign and date in acknowledgment in the space provided below and return via facsimile and via overnight mail one executed original of this Agreement. Upon receipt of the executed Agreement, we will commence work immediately.

We appreciate this opportunity to be of assistance to you and look forward to working with you in connection with this important matter.

Very truly yours,

CONWAY MACKENZIE, INC.

Donald S. MacKenzie
Senior Managing Director

4828-5288-7349.2

Above Terms Agreed to and Accepted:

Groeb Farms, Inc.

By: _____ Date: 7/30/13

Name: JACK M. IRVIN, JR

Its: VP - CFO

WIRE TRANSFER INSTRUCTIONS
CONWAY MACKENZIE NEW YORK, LLC

Federal Tax ID: 26-0885702

Comerica Bank
188 North Old Woodward
Birmingham, MI 48009
ABA Routing #072000096
(248) 644-2601

Conway MacKenzie New York, LLC
Account # 1852-78835-3

Schedule I

In the event that CM or any of its affiliates, partners, officers, directors, shareholders, agents, employees or controlling persons (collectively, the "Indemnified Persons" and each, an "Indemnified Person") becomes involved in any capacity in any claim, action, proceeding or investigation (collectively, "Actions") brought by or against any person, including equity holders of the Company, in connection with or as a result of either CM's engagement or any matter referred to in this Agreement, the Company periodically will advance to the Indemnified Persons amounts necessary to pay their reasonable out-of-pocket legal and other expenses (including the cost of any investigation and preparation) incurred in connection therewith; provided, however, that if it is finally found (in a non-appealable judgment) by a court of competent jurisdiction that any loss, claim, judgment, damage or liability of an Indemnified Person has resulted primarily from the gross negligence or willful misconduct of such Indemnified Person in performing the services that are the subject of this Agreement, such Indemnified Person shall repay such portion of the advanced amounts that is attributable to expenses incurred in relation to the act or omission of such Indemnified Person that is the subject of such non-appealable judgment. The Company also will indemnify and hold the Indemnified Persons harmless from and against any and all losses, claims, judgments, damages or liabilities to which such Indemnified Person may become subject under any applicable law, or otherwise, that is related to, arising out of, or in connection with either CM's engagement or any matter referred to in this Agreement and without regard to the exclusive or contributory negligence of any Indemnified Person except to the extent that it is finally found (in a non-appealable judgment) that any such loss, claim, damage of liability resulted primarily from the gross negligence or willful misconduct bad faith of the Indemnified Persons in performing the services that are the subject of this Agreement.

Upon receipt by an Indemnified Person of actual notice of an Action against such Indemnified Person with respect to which indemnity may be sought under this Agreement, such Indemnified Person shall promptly notify the Company in writing; provided that failure to so notify the Company shall not relieve the Company from any liability that the Company may have on account of this indemnity or otherwise, except to the extent the Company shall have been materially prejudiced by such failure. The Company shall, if requested by the Indemnified Person, assume the defense of any such Action, including the employment of counsel reasonably satisfactory to the Indemnified Person. An Indemnified Person may retain separate counsel to represent it in the defense of any Action, which shall be at the expense of the Company if (i) the Indemnified Party does not request the Company to assume the defense of any such Action or the Company does not assume the defense of the Action within a reasonable period of time after being requested to assume the defense of the Action, or (ii) the Indemnified Person is advised by counsel in writing that there is an actual or potential conflict in the Company's and the Indemnified Person's respective interests or additional defenses are available to the Indemnified Person, which makes representation by the same counsel inappropriate; provided that in no event shall the Company be obligated to pay expenses for more than one counsel in any one jurisdiction for all Indemnified Persons in connection with any Action.

No Indemnified Person shall have any liability (whether direct or indirect, in contract or tort or otherwise) to the Company or its equity holders or creditors related to, arising out of, or in connection with, advise or services rendered or to be rendered by any Indemnified Person pursuant to this Agreement, the transactions contemplated in this Agreement or any Indemnified Person's actions or inactions in connection with any such advise, services or transactions except to the extent any loss, claim, judgment, damage or liability is finally found (in a non-appealable judgment) by a court of competent jurisdiction to have resulted from the Indemnified Person's gross negligence or willful misconduct.

If for any reason the foregoing indemnification is unavailable to an Indemnified Person or insufficient to hold it harmless, then the Company shall contribute to the amount paid or payable by the Indemnified Person as a result of such loss, claim, damage or liability in such proportion as is appropriate to reflect (i) the relative economic benefits to the Company and its equity holders, on the one hand, and to the Indemnified Persons, on the other hand, of the matters covered by this Agreement; or (ii) if the allocation provided by the immediately preceding clause is not permitted by applicable law, not only such relative economic benefits but also the relative fault of the Company, on the one hand, and the Indemnified Persons, on the other hand, with respect to such loss, claim, damage or liability and any other relevant equitable considerations. For purposes of this paragraph, the relative economic benefits to the Indemnified Persons of the matters contemplated in this Agreement, shall be deemed to be the fees paid or to be paid to CM under this Agreement; provided, however, that, to the extent permitted by applicable law, in no event shall the Indemnified Persons be required to contribute an aggregate amount in excess of the aggregate fees actually paid to CM under this Agreement.

The reimbursement, indemnity and contribution obligations of the Company in this Schedule I shall be in addition to any liability which the Company may otherwise have, shall extend upon the same terms and conditions to any affiliate of the Indemnified Persons, and shall be binding upon and inure to the benefit of any successors, heirs and personal representatives of the Company, the Indemnified Persons, any such affiliate and any such person.

The Company shall not be required to indemnify an Indemnified Person for any amount paid or payable by the Indemnified Person in the settlement of any action, proceeding or investigation without the written consent of the Company, which consent shall not be unreasonably withheld. Prior to entering into any agreement or arrangement with respect to, or effecting, any proposed sale, exchange, dividend or other distribution or liquidation of all or a significant portion of its assets in one of a series of transactions or any significant recapitalization or reclassification of its outstanding securities that does not directly or indirectly provide for the assumption of the obligations of the Company set forth in this Schedule I, the Company will notify CM in writing thereof (if not previously so notified) and, if requested by CM, shall arrange in connection therewith alternative means of providing for the obligations of the Company set forth in this Schedule I, including the assumption of such obligations by another party, insurance, surety bonds or the creation of an escrow, in each case in an amount and upon terms and conditions reasonably satisfactory to CM.

EXHIBIT 3

Conway MacKenzie, Inc. Retention Order

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

ORDER AUTHORIZING THE DEBTOR TO RETAIN AND EMPLOY CONWAY MACKENZIE, INC. PURSUANT TO 11 U.S.C. 327(A) AND 1107(A) AS FINANCIAL ADVISOR TO THE DEBTOR *NUNC PRO TUNC* TO THE PETITION DATE

The Debtor having filed an Application to Employ Conway MacKenzie, Inc. as financial advisors (the "Application"); and this Court having jurisdiction over this Application; and it appearing that due notice of the Motion has been provided under the circumstances and that no other notice need be given; and it further appearing that the relief requested in the Application is essential to the continued operation of the Debtor's business and that it is in the best interest of the Debtor, its estate, and creditors; upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY FOUND that Conway MacKenzie is a "disinterested person" within the meaning of 11 U.S.C. § 101(14); and

IT IS ORDERED that in accordance with 11 U.S.C. §§ 327(a) and 1107(a), the Debtor is authorized and empowered to retain and employ Conway MacKenzie as its financial advisor in this chapter 11 case under the terms set forth in the Application and the Engagement Letter attached to the Application (such Engagement Letter being hereby approved). The retention shall be retroactive to the Petition Date; and it is further

ORDERED that the indemnification provisions set forth in the Engagement Letter are approved, subject during the pendency of these cases to the following:

a. Subject to the provisions of subparagraphs (b) and (c) below, the Debtor is authorized to indemnify, and shall indemnify, Conway MacKenzie for any claims arising from, related to, or in connection with the services to be provided by Conway MacKenzie as specified in the Application or Engagement Letter, but not for any claim arising from, related to, or in connection with Conway MacKenzie's post-petition performance of any other services other than those in connection with the engagement, unless such post-petition services and indemnification therefor are approved by this Court; and

b. The Debtor shall have no obligation to indemnify Conway MacKenzie for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen from Conway MacKenzie's bad faith, gross negligence or willful misconduct, (ii) settled prior to a judicial determination as to Conway MacKenzie's bad faith, gross negligence or willful misconduct, but determined by this Court, after notice and a hearing pursuant to subparagraph (c) infra, to be a claim or expense for which Conway MacKenzie is not entitled to receive indemnity under the terms of the Application; and

c. If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing this chapter 11 case, Conway MacKenzie believes that it is entitled to the payment of any amounts by the Debtor on account of the Debtor's indemnification obligations under the Application, including, without limitation, the advancement of defense costs, Conway MacKenzie must file an application in this Court, and the Debtor may not pay any such amounts to Conway MacKenzie before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by Conway MacKenzie for indemnification, and not as a provision limiting the duration of the Debtor's obligation to indemnify Conway MacKenzie; and it is further

ORDERED that notwithstanding any provision of the Engagement Letter, the following sentence in the Engagement Letter terms and conditions shall be deemed removed from the Engagement Letter and of no force or effect: "CM's liability, if any, under or in relation to this Agreement shall be limited in amount to fees paid to CM by the Company for services rendered."; and it is further

ORDERED that notwithstanding anything to the contrary in the Engagement Letter, jurisdiction over any disputes concerning the Engagement Letter and Conway MacKenzie's retention shall reside exclusively with the Bankruptcy Court; and it is further

ORDERED that payments to Conway MacKenzie shall be subject to approval after the filing by Conway MacKenzie of interim and final fee and expense reimbursement applications pursuant to 11 U.S.C. §§ 330 and 331 of the United States Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court, and such other orders as may be entered by this Court.

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Signed on November 08, 2013

/s/ Walter Shapero
Walter Shapero
United States Bankruptcy Judge

EXHIBIT 4

Summary of Professional Hours and Rates

NAME OF PROFESSIONAL INDIVIDUAL	POSITION, EXPERIENCE, CERTIFICATIONS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL FEES BILLED
MacKenzie, Donald S.	Senior Managing Director, Certified Turnaround Professional, CPA	$695	35.9	$24,950.50
Stallkamp, Timothy B.	Managing Director	$495	498.1	$246,559.50
Gupta, Abhimanyu	Senior Associate	$375	514.5	$192,937.50
Wills, Michael J.	Senior Associate, CPA	$335	460.7	$154,334.50
Allen, Katherine M.	Paraprofessional	$135	36.6	$4,941.00
Padley-Bolo, Kathryn T.	Paraprofessional	$135	1.0	$135.00
Dillon, Tiffany M.	Paraprofessional	$135	0.5	$67.50
Total Time		**Blended Rate: $403.23**	**1,547.3**	**$623,925.50**

Project Category	Total Hours	Total Fees
Accounting	13.8	$4,943.00
Assumption and Rejection of Leases	28.9	$10,577.50
Business Analysis	181.6	$86,960.00
Business Operations	358.8	$135,978.00
Case Administration	126.0	$43,398.00
Claims Administration	26.2	$8,873.00
Data Analysis	306.8	$120,866.00
Meetings and Communication	322.9	$142,671.50
Non-Working Travel	91.5	$35,512.50
Projections and Modeling	90.8	$34,146.00
Total Hours and Fees	**1,547.3**	**$623,925.50**

EXHIBIT 5

Conway MacKenzie, Inc. Invoice Detail

CONWAY MACKENZIE

600 FIFTH AVENUE, 25TH FLOOR
NEW YORK, NEW YORK 10020
212.586.2200 | 212.586.5400 FAX
WWW.CONWAYMACKENZIE.COM

January 13, 2014

Private and Confidential

Mr. Rolf Richter
President and CEO
Groeb Farms, Inc.
10464 Bryan Highway
Onsted, MI 49265

Re: Chapter 11 Services to Groeb Farms, Inc.

For post-petition services rendered from December 1, 2013 through December 31, 2013 pursuant to the Agreement dated July 26, 2013 between Conway MacKenzie New York, LLC and Groeb Farms, Inc. as follows:

D. MacKenzie	7.8	hours @	$ 695.00	per hour	. . . .	$ 5,421.00
T. Stallkamp	156.6	hours @	$ 495.00	per hour	. . . .	77,517.00
A. Gupta	131.7	hours @	$ 375.00	per hour	. . . .	49,387.50
M. Wills	146.6	hours @	$ 335.00	per hour	. . . .	49,111.00
Paraprofessional	9.5	hours @	$ 135.00	per hour	. . . .	1,282.50
Fee Subtotal *(Detail attached as Exhibit A)*.						$ 182,719.00
Expenses *(Detail attached as Exhibit B)*.						14,800.95
Total Invoice Amount						$ 197,519.95
Interim Billed Amount *(80 % of total fees)*.						$ 146,175.20
Expenses *(Detail attached as Exhibit B)*.						14,800.95
Amount Due Upon Receipt						**$ 160,976.15**

PAYABLE UPON RECEIPT

WIRE TRANSFER INSTRUCTIONS
TO CONWAY MACKENZIE NEW YORK, LLC

Federal Tax ID: 26-0885702
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009
ABA Routing #072000096
(248) 644-2601

Conway MacKenzie New York, LLC
Account # 1852-78835-3

Exhibit A: Time Detail

Date	Initials	Activity Code	Description of Services	Hours
12/1/2013	MJW	Claims Analysis	Updates to claims register	0.5
12/1/2013	MJW	Business Operations	Edits to trade agreement	0.7
12/1/2013	TBS	Data Analysis	Prepared trade agreement and analysis for Delta Trading	0.5
12/2/2013	AXG	Case Administration	Preparing the budget to actual analysis for week ending 11/29/2013	1.2
12/2/2013	AXG	Case Administration	Preparing the budget to actual analysis for week ending 11/29/2013 against the budget submitted on 11/26	0.7
12/2/2013	AXG	Business Operations	Preparing the budget to actual analysis for week ending 11/29/2013 against the old budget	0.3
12/2/2013	AXG	Business Operations	Preparing for call with Peak Rock to review and analyze the revised budget	0.6
12/2/2013	AXG	Business Analysis	Call with Peak Rock to review and analyze the revised budget	1.0
12/2/2013	AXG	Non-Working Travel	50% of travel time from residence to Onsted, MI	2.0
12/2/2013	AXG	Business Operations	Attending the procurement call with purchasing team and maintaining a log of inventory receipts and related disbursements	1.8
12/2/2013	AXG	Business Operations	Updating the inventory tracker for changes based on the daily call	1.2
12/2/2013	KMA	Case Administration	Preparation of invoice	1.0
12/2/2013	MJW	Business Operations	Update and edits to vendor management matrix	0.3
12/2/2013	MJW	Assumption/Rejection of Leases	Preparation of contract assumption analysis	1.4
12/2/2013	MJW	Data Analysis	Edits and preparation of DIP Budget	1.8
12/2/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) regarding honey purchasing log and pricing matrix	0.5
12/2/2013	MJW	Non-Working Travel	Travel from Chicago to Onsted; Onsted to Chicago	4.0
12/2/2013	MJW	Business Operations	Examination of Horizon Management Agreement	0.9
12/2/2013	MJW	Business Operations	Examination of Purchasing Log	1.0
12/2/2013	TBS	Case Administration	Email correspondence with J. Irvin (GFI) and T. Dolcourt (Foley) regarding Horizon management agreement	0.3
12/2/2013	TBS	Data Analysis	Review of budget to actual report and related correspondence with A. Gupta (CM)	0.3
12/2/2013	TBS	Data Analysis	Call with A.Gupta (CM) to review budget points prior to Peak Rock call	0.4
12/2/2013	TBS	Case Administration	Review of Horizon consulting agreement	0.3
12/2/2013	TBS	Case Administration	Prepared initial list of retained causes of action	0.5
12/2/2013	TBS	Assumption/Rejection of Leases	Prepared initial list of contract assumptions	0.5
12/3/2013	AXG	Business Operations	Preparing for the call with Liberty Mutual Insurance	0.4
12/3/2013	AXG	Business Operations	Call with Liberty Mutual Insurance to answer their questions regarding the business and preparing the list of follow up items	1.4
12/3/2013	AXG	Business Operations	Coordinating on Lamex (honey vendor) information flow for better inventory management at the Company	0.4
12/3/2013	AXG	Business Operations	Mapping honey purchase disbursements to funding requests	0.3
12/3/2013	AXG	Business Operations	Leading the daily procurement call with purchasing team	1.7

Date	Initials	Activity Code	Description of Services	Hours
12/3/2013	AXG	Business Operations	Updating the inventory tracker for changes based on the daily call	1.2
12/3/2013	AXG	Business Operations	Coordinating on Grupo (honey vendor) information flow for better inventory management at the Company	0.3
12/3/2013	AXG	Business Analysis	Making changes to the budget to actual analysis based on management feedback and issuing it to Peak Rock.	0.3
12/3/2013	AXG	Business Operations	Updating the cash tracker with the funding requests, payments, sales and receipts.	0.7
12/3/2013	AXG	Business Operations	Preparing the inventory roll forward to analyze the change in inventory week over week	0.9
12/3/2013	DSM	Business Analysis	Reviewed financial, other information and discussed status, strategy with T. Stallkamp (CM)	0.5
12/3/2013	DSM	Meetings and Communications	Call with J. O'Neill (Foley) regarding status of settlement negotiations, elements of proposed POR	0.3
12/3/2013	KMA	Case Administration	Review and editing of invoice detail	1.0
12/3/2013	MJW	Data Analysis	Edits and preparation of DIP Budget	1.8
12/3/2013	MJW	Meetings and Communications	Call with J. O'Neill (Foley), J. Pinder (Foley), J. Simon (Foley), A. Turnbull (Houlihan), J. Irvin (GFI), R. Richter (GFI) regarding vendor relations, status of case, and trade agreements	1.1
12/3/2013	MJW	Meetings and Communications	Call with R. Richter (GFI), J. Irvin (GFI) and J. Wolf (GFI) regarding outstanding trade agreements	0.6
12/3/2013	MJW	Data Analysis	Edits to Trade Agreement to Trade AP balance analysis	0.2
12/3/2013	MJW	Meetings and Communications	Call with R. Richter (GFI) regarding outstanding trade agreements	0.6
12/3/2013	MJW	Data Analysis	Preparation of Trade Agreement to Trade AP balance analysis	0.8
12/3/2013	MJW	Assumption/Rejection of Leases	Edits to contract assumption analysis	2.4
12/3/2013	MJW	Business Operations	Update and edits to vendor management matrix	1.2
12/3/2013	TBS	Business Operations	Attendance on daily procurement call	1.0
12/3/2013	TBS	Meetings and Communications	Call with R. Richter (GFI) and J. Wolf (GFI) regarding status of trade agreements	0.5
12/3/2013	TBS	Case Administration	Status call with working group, including R. Richter (GFI), J. O'Neill (Foley), and A. Turnbull (Houlihan)	1.3
12/3/2013	TBS	Case Administration	Correspondence with T. Dolcourt (Foley) regarding Groeb officer slate	0.3
12/3/2013	TBS	Data Analysis	Review and updates to lease and contract assumption analysis, including cure costs	3.0
12/3/2013	TBS	Meetings and Communications	Prepared draft trade agreements for Sarah Impex (vendor)	0.5
12/3/2013	TBS	Meetings and Communications	Distributed cash flow results and related information to Unsecured Creditor financial advisors and subordinated debt holders	0.5
12/3/2013	TBS	Data Analysis	Review and update to retained causes of action	1.0
12/3/2013	TBS	Case Administration	Email correspondence related to Groeb officer slate	0.4
12/3/2013	TBS	Meetings and Communications	Email correspondence with UCC (GlassRatner) relating to budget to actual analyses	0.4
12/3/2013	TBS	Business Analysis	Review of inventory analysis prepared by A. Gupta (CM)	0.3
12/4/2013	AXG	Projections and Modeling	Revising the budget for showing the breakdown of honey payments between current purchases and antecedent debt payments	0.6

Date	Initials	Activity Code	Description of Services	Hours
12/4/2013	AXG	Business Operations	Following up on vendor issues and related details to support analysis for signing trade agreements	0.4
12/4/2013	AXG	Business Operations	Updating the cash tracker with the funding requests, payments, sales and receipts.	0.7
12/4/2013	AXG	Non-Working Travel	50% of travel time from residence to Onsted, MI	2.0
12/4/2013	AXG	Business Operations	Leading the daily procurement call with purchasing team	2.1
12/4/2013	AXG	Business Operations	Updating the inventory tracker for changes based on the daily call and analyzing the cash flow to escalate any potential covenant breaches	1.4
12/4/2013	AXG	Business Operations	Mapping honey purchase disbursements to funding requests	0.3
12/4/2013	AXG	Business Analysis	Coordinating the investment bank fee increase approval in the budget	0.4
12/4/2013	DSM	Case Administration	Call with J. O'Neill (Foley) regarding status of settlement negotiations, related matters on POR	1.0
12/4/2013	DSM	Case Administration	Reviewed status of settlement negotiations	0.2
12/4/2013	MJW	Claims Analysis	Assisting J. Irvin (GFI) with question related to solicitation question received from potential claimant	0.5
12/4/2013	MJW	Claims Analysis	Correspondence with L. Salas (KCC) regarding source of information used for building potential class action listing for schedules	0.2
12/4/2013	MJW	Business Analysis	Update and edits to vendor management matrix	0.4
12/4/2013	MJW	Assumption/Rejection of Leases	Edits to contract assumption analysis	1.3
12/4/2013	MJW	Data Analysis	Edits to Schedule G	0.5
12/4/2013	MJW	Assumption/Rejection of Leases	Edits to contract assumption analysis	1.8
12/4/2013	MJW	Claims Analysis	Discussion with R. Shepherd (GFI) related to cure amounts for contract assumption analysis	0.6
12/4/2013	MJW	Assumption/Rejection of Leases	Edits to contract assumption analysis	1.8
12/4/2013	MJW	Assumption/Rejection of Leases	Revisions to amended schedule G	1.7
12/4/2013	MJW	Assumption/Rejection of Leases	Revisions to contract assumption analysis based on comments on previous drafts	2.0
12/4/2013	MJW	Assumption/Rejection of Leases	Edits to contract assumption analysis	1.8
12/4/2013	MJW	Assumption/Rejection of Leases	Edits to contract assumption analysis	1.8
12/4/2013	MJW	Meetings and Communications	Discussion with J. Irvin (GFI) regarding payment of KCC invoice	0.3
12/4/2013	MJW	Meetings and Communications	Discussion with J. Irvin (GFI), P. Centorbi (GFI), and D. Bohannon (GFI) related to obtaining additional contracts and agreements for edits Schedule G	0.4
12/4/2013	MJW	Meetings and Communications	Discussion with P. Centorbi (GFI) and D. Bohannon (GFI) related to obtaining additional contracts and agreements for edits Schedule G	0.3
12/4/2013	MJW	Assumption/Rejection of Leases	Edits and additions to contract assumption analysis based on proof of claims	0.5
12/4/2013	MJW	Data Analysis	Edits to Bankruptcy Schedule D	0.5
12/4/2013	TBS	Meetings and Communications	Correspondence with various creditors regarding trade creditor agreements and preparation of draft agreements	4.0
12/4/2013	TBS	Business Analysis	Financial and business analysis related to prospective trade agreements	4.0

Date	Initials	Activity Code	Description of Services	Hours
12/4/2013	TBS	Meetings and Communications	Correspondence with various creditors regarding trade creditor agreements and preparation of draft agreements	4.0
12/4/2013	TBS	Business Analysis	Analysis of various trade agreements, including financial modeling and tracking	4.0
12/4/2013	TBS	Case Administration	Review of KCC invoice and related correspondence with J. Irvin (GFI)	0.5
12/4/2013	TBS	Business Analysis	Actions related to set-up of escrow account for Lamex Foods	1.0
12/4/2013	TBS	Assumption/Rejection of Leases	Review and analysis of leases for assumption and rejection	2.5
12/5/2013	AXG	Business Operations	Updating the inventory tracker for changes based on the daily call and analyzing the cash flow to escalate any potential covenant breaches	1.6
12/5/2013	AXG	Business Operations	Leading the daily procurement call with purchasing team	1.8
12/5/2013	AXG	Business Operations	Analyzing the Lamex escrow issue and shipment of related loads	0.4
12/5/2013	AXG	Business Operations	Corresponding and explaining the payment terms with honey vendors, primarily Grupo	0.6
12/5/2013	AXG	Business Analysis	Revising the budget for the higher Kirkland & Ellis' professional fee	0.4
12/5/2013	AXG	Business Operations	Mapping honey purchase disbursements to funding requests	0.3
12/5/2013	MJW	Assumption/Rejection of Leases	Revisions to contract assumption analysis	1.0
12/5/2013	MJW	Assumption/Rejection of Leases	Revisions to contract assumption analysis	1.0
12/5/2013	MJW	Claims Analysis	Proof of Claim reconciliation	2.0
12/5/2013	MJW	Data Analysis	Edits to Trade Agreement to Trade AP balance analysis	1.2
12/5/2013	MJW	Meetings and Communications	Board call with J. O'Neill (Foley), A. Turnbull (Houlihan), R. Richter (GFI), J. Irvin (GFI) related to status of bankruptcy case	1.2
12/5/2013	MJW	Meetings and Communications	Discussion with R. Richter (GFI), J. Wolf (GFI), and J. Irvin (GFI) regarding vendor negotiations and trade agreement status	0.8
12/5/2013	MJW	Meetings and Communications	Discussion with T. Dolcourt (Foley) regarding brokers and buyers on the contract assumption listing	0.8
12/5/2013	TBS	Business Analysis	Call with R. Richter (GFI), J. Wolf (GFI), and Conway team to discuss trade agreement progress	0.5
12/5/2013	TBS	Business Analysis	Financial and business analysis related to prospective trade agreements	3.0
12/6/2013	AXG	Business Operations	Attending the trade agreement tracker call	1.0
12/6/2013	AXG	Business Operations	Analyzing and documenting the forecasted disbursements and related key risk areas regarding budget compliance	1.1
12/6/2013	AXG	Business Analysis	Preparing the inventory forecast to share with Houlihan Lokey	0.3
12/6/2013	TBS	Business Analysis	Call with R. Richter (GFI), J. Wolf (GFI), and Conway team to discuss trade agreement progress	0.5
12/6/2013	TBS	Business Analysis	Financial and business analysis related to prospective trade agreements	3.0
12/9/2013	AXG	Business Operations	Preparing the analysis for determining the availability to spend during week ending 12/13	1.1
12/9/2013	AXG	Business Operations	Coordinating payment terms for vendors such as Grupo and Naiman	0.3
12/9/2013	AXG	Business Analysis	Preparing the budget to actual analysis for week ending 12/06/2013	1.2

Date	Initials	Activity Code	Description of Services	Hours
12/9/2013	AXG	Business Operations	Preparing the budget to actual analysis for week ending 12/06/2013 against the old budget	0.3
12/9/2013	KTP	Case Administration	Preparation of invoice	1.0
12/9/2013	MJW	Meetings and Communications	Discussion with J. Irvin (GFI) about Most Favored Nation (MFN) Pricing	0.3
12/9/2013	MJW	Meetings and Communications	Discussion with J. Wolf (GFI) about Most Favored Nation (MFN) Pricing	0.7
12/9/2013	MJW	Data Analysis	Analysis of receiving log to validate Most Favored Nation (MFN) pricing	0.6
12/9/2013	MJW	Claims Analysis	Preparation of Lamex Proof of Claim to AP reconciliation	1.2
12/9/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) concerning monthly operating report	0.4
12/9/2013	MJW	Meetings and Communications	Call with R. Richter (GFI) regarding outstanding trade agreements	0.6
12/9/2013	MJW	Non-Working Travel	Work Travel from Chicago to Onsted; Onsted to Chicago.	4.0
12/9/2013	MJW	Claims Analysis	Proof of Claim reconciliation	2.0
12/9/2013	MJW	Data Analysis	Edits to Bankruptcy Schedule G	0.5
12/9/2013	MJW	Data Analysis	Edits / preparation of DIP Budget	0.8
12/9/2013	TBS	Data Analysis	Review of inventory update analysis and attendance on daily inventory call	1.1
12/9/2013	TBS	Business Operations	Status call with R. Richter (GFI) regarding creditor and administrative issues	0.3
12/9/2013	TBS	Data Analysis	Vacation pay analysis and correspondence with J. Irvin (GFI)	0.3
12/10/2013	AXG	Business Analysis	Coordinating on professional fee payment during week ending 12/13 and post petition payables balance	0.2
12/10/2013	AXG	Business Analysis	Finalizing and sending the budget vs. actual analysis	0.2
12/10/2013	DSM	Business Analysis	Reviewed financial and other information	1.5
12/10/2013	DSM	Meetings and Communications	Update call with engagement team	1.0
12/10/2013	MJW	Business Operations	Analysis of vendors for next round of trade agreement distribution	1.4
12/10/2013	MJW	Business Operations	Accumulation of contact information for trade agreements	1.0
12/10/2013	MJW	Business Operations	Edits to Vendor Management Matrix for new calculations for trade claim pool	0.4
12/10/2013	MJW	Business Operations	Edits to New Trade Agreements for Broker / Buying Group specific language	1.2
12/10/2013	MJW	Meetings and Communications	Call with R. Richter (GFI) regarding outstanding trade agreements	0.6
12/10/2013	MJW	Business Operations	Update and edits to vendor management matrix	1.4
12/10/2013	MJW	Meetings and Communications	Call with J. O'Neill (Foley), J. Pinder (Foley), J. Simon (Foley), A. Turnbull (Houlihan), J. Irvin (GFI), R. Richter (GFI) regarding vendor relations, status of case, and trade agreements	1.3
12/10/2013	TBS	Meetings and Communications	Prepared draft trade agreements for three vendors, including claims reconciliation review process	1.5
12/10/2013	TBS	Case Administration	Status call with professional working group and Groeb management team	1.0
12/10/2013	TBS	Business Analysis	Call with J. O'Neill (Foley) regarding trade agreement and creditor treatment issues	0.5
12/10/2013	TBS	Business Operations	Status call with Peak Rock and Groeb management team	1.0
12/10/2013	TBS	Data Analysis	Analysis related to trade terms agreement process	4.0

Date	Initials	Activity Code	Description of Services	Hours
12/11/2013	AXG	Business Operations	Attending the daily procurement call and trying to resolve inventory and vendor management issues during the call	1.8
12/11/2013	AXG	Business Operations	Attending a call with Peak Rock to discuss the outstanding items for the insurance diligence items	0.7
12/11/2013	AXG	Business Analysis	Calculating the spending availability based on the line cap pursuant to the financing agreement	0.6
12/11/2013	AXG	Business Operations	Analyzing the inventory movement and cash flow requirements for the week with procurement coordinator for the Company	0.7
12/11/2013	AXG	Business Analysis	Clarifying the loan balance calculation in the budget	0.1
12/11/2013	AXG	Business Operations	Analyzing the post petition trade AP balance	0.3
12/11/2013	AXG	Business Operations	Updating the inventory tracker	2.1
12/11/2013	AXG	Business Operations	Clarifying with management the status on outstanding items for insurance diligence items	0.7
12/11/2013	AXG	Business Operations	Collating and sending the insurance information to send to Peak Rock	1.2
12/11/2013	AXG	Business Operations	Calculating the estimated cost per pound of honey in December	0.8
12/11/2013	AXG	Business Analysis	Analyzing the annual projections and identifying the key risk areas	1.1
12/11/2013	MJW	Business Operations	Distribution of trade agreements	1.4
12/11/2013	MJW	Business Operations	Preparation of Broker and Buying Group Trade Agreement Trade Claim Analysis	1.8
12/11/2013	MJW	Business Operations	Preparation of New Trade Agreements to sent to vendors	1.8
12/11/2013	MJW	Meetings and Communications	Call with R. Richter (GFI) regarding outstanding trade agreements	0.6
12/11/2013	MJW	Business Operations	Update and edits to vendor management matrix	2.6
12/11/2013	MJW	Business Operations	Formulation of assumptions for Broker and Buying Group Trade Agreement Trade Claim Analysis with R. Richter (GFI) and J. Irvin (GFI)	1.2
12/11/2013	MJW	Business Operations	Distribution of trade agreements	2.7
12/11/2013	MJW	Business Operations	Edits to Vendor Management Matrix for new calculations for trade claim pool	0.8
12/11/2013	TBS	Data Analysis	Analysis related to trade terms agreement process	4.0
12/12/2013	AXG	Business Operations	Updating the daily inventory tracker based on the procurement call	1.1
12/12/2013	AXG	Business Operations	Mapping honey purchase disbursements to funding requests	0.9
12/12/2013	AXG	Business Operations	Collating and sending the insurance information to send to Peak Rock	1.3
12/12/2013	AXG	Business Operations	Reviewing and analyzing the inventory tracker with procurement coordinator for the Company	0.7
12/12/2013	AXG	Business Operations	Leading the daily procurement call with purchasing team and resolving vendor and inventory issues	1.6
12/12/2013	AXG	Business Operations	Reviewing and revising the daily inventory tracker to identify the appropriateness of funding request	1.1
12/12/2013	AXG	Business Operations	Updating the daily cash tracker	0.6
12/12/2013	AXG	Business Operations	Reviewing, analyzing and making suggestions regarding change to the default notice	0.4
12/12/2013	MJW	Meetings and Communications	Correspondence with C. Moore (GFI), P. Centorbi (GFI), K. Peters (GFI), R. Shepherd (GFI) and M. Modjeski (GFI) related to contact information for vendor agreements	0.4

Date	Initials	Activity Code	Description of Services	Hours
12/12/2013	MJW	Meetings and Communications	Correspondence with C. Moore (GFI) and M. Modjeski (GFI) related to buying groups and brokers	0.6
12/12/2013	MJW	Business Operations	Correspondence with Daniel Beez (customer) rep related to questions about trade agreement	0.7
12/12/2013	MJW	Business Operations	Correspondence with Sociedad Coop rep related to questions about trade agreement	0.7
12/12/2013	MJW	Business Operations	Preparation of New Trade Agreements to sent to vendors	2.4
12/12/2013	MJW	Business Operations	Update and edits to vendor management matrix	1.2
12/12/2013	MJW	Meetings and Communications	Call with R. Richter (GFI) regarding outstanding trade agreements	0.6
12/12/2013	MJW	Meetings and Communications	Requests for repeat ballots from KCC	0.6
12/12/2013	MJW	Business Operations	Correspondence with Sloan Sales rep related to questions about trade agreement	0.7
12/12/2013	TBS	Data Analysis	Analysis related to trade terms agreement process	4.0
12/12/2013	TBS	Meetings and Communications	Correspondence with creditors that submitted trade agreements for voting purposes and tabulation	2.5
12/12/2013	TBS	Data Analysis	Review of cash flow budget and related discussions with J. Irvin (GFI) and A. Gupta (CM)	1.0
12/12/2013	TBS	Meetings and Communications	Negotiations and trade agreement drafts for various creditors in advance of the voting deadline	4.0
12/12/2013	TBS	Meetings and Communications	Correspondence with creditors that submitted trade agreements for voting purposes and tabulation	3.5
12/12/2013	TBS	Business Operations	Discussions with R. Richter (GFI) and J. Irvin (GFI) regarding bankruptcy status and cash flow	1.0
12/12/2013	TBS	Business Analysis	Analysis and correspondence with buyers and brokers groups regarding trade agreements	3.0
12/13/2013	AXG	Business Operations	Updating the daily cash tracker	0.6
12/13/2013	AXG	Business Operations	Leading the daily procurement call with purchasing team and resolving vendor and inventory issues	1.3
12/13/2013	AXG	Business Operations	Reconciling the funding request and disbursement request	0.6
12/13/2013	AXG	Business Operations	Mapping honey purchase disbursements to funding requests	0.9
12/13/2013	AXG	Business Operations	Updating the daily inventory tracker based on the procurement call	1.1
12/13/2013	AXG	Business Operations	Sending additional insurance information to Peak Rock	0.3
12/13/2013	AXG	Business Operations	Coordinating regarding vendor issues such as Naiman	0.3
12/13/2013	AXG	Business Operations	Calculating the price of inventory inflow by week and for the month of December	0.6
12/13/2013	MJW	Business Operations	Update and edits to vendor management matrix	0.8
12/13/2013	MJW	Business Operations	Correspondence with Accurate Ingredients rep related to questions about trade agreement	0.7
12/13/2013	MJW	Business Operations	Distribution and organization of executed trade agreements	1.2
12/13/2013	MJW	Business Operations	Correspondence with Accurate Ingredients rep related to questions about trade agreement	0.7
12/13/2013	MJW	Meetings and Communications	Requests for repeat ballots from KCC	0.4
12/13/2013	MJW	Business Operations	Preparation of New Trade Agreements to sent to vendors	0.7
12/13/2013	MJW	Business Analysis	Preparation of monthly operating report	0.5
12/13/2013	MJW	Meetings and Communications	Call with R. Shepherd (GFI) concerning monthly operating report	0.5
12/13/2013	MJW	Meetings and Communications	Requests for repeat ballots from KCC	0.8

Date	Initials	Activity Code	Description of Services	Hours
12/13/2013	MJW	Business Operations	Update and edits to vendor management matrix	1.2
12/13/2013	TBS	Data Analysis	Analysis related to trade terms agreement process	4.0
12/13/2013	TBS	Meetings and Communications	Call with M. Levee (GlassRatner)	0.6
12/13/2013	TBS	Meetings and Communications	Correspondence and negotiation with Lamex (creditor)	2.0
12/13/2013	TBS	Meetings and Communications	Negotiations and trade agreement drafts for various creditors in advance of the voting deadline	4.0
12/13/2013	TBS	Meetings and Communications	Correspondence with creditors that submitted trade agreements for voting purposes and tabulation	2.0
12/13/2013	TBS	Business Analysis	Call with A. Gupta (CM) regarding cash flow forecast and communications with Groeb management	0.5
12/13/2013	TBS	Case Administration	Call with D. MacKenzie (CM) regarding case status	0.4
12/13/2013	TBS	Business Analysis	Follow-up correspondence and reporting related to trade agreements	2.0
12/13/2013	TBS	Data Analysis	Review and analysis of cash flow projections	0.5
12/16/2013	AXG	Business Operations	Preparing the budget to actual analysis for week ending 12/13/2013	1.2
12/16/2013	AXG	Business Operations	Preparing the analysis for determining the availability to spend during week ending 12/13	1.1
12/16/2013	AXG	Business Operations	Attending the daily procurement call with purchasing team and resolving vendor and inventory issues	1.3
12/16/2013	AXG	Non-Working Travel	50% of travel time from residence to Onsted, MI	2.0
12/16/2013	AXG	Business Analysis	Updating actuals in the revised model	2.2
12/16/2013	AXG	Business Analysis	Reviewing and analyzing the monthly forecast by the company	1.6
12/16/2013	AXG	Business Operations	Explaining the loan cap and covenant limitations to J.Wolf (GFI)	1.9
12/16/2013	AXG	Business Analysis	Reconciling the balance sheet between the weekly cash flow forecast and the monthly forecast	2.6
12/16/2013	DSM	Meetings and Communications	Update call with engagement team	1.0
12/16/2013	MJW	Non-Working Travel	Work Travel from Chicago to Onsted; Onsted to Chicago.	4.0
12/16/2013	MJW	Business Operations	Preparation and edits to honey receiving log	0.6
12/16/2013	MJW	Business Operations	Update to Dadant Trade Claim and New Trade Agreement	0.5
12/16/2013	MJW	Data Analysis	Preparation of deposit and disbursement reconciliation for monthly operating report	1.5
12/16/2013	MJW	Data Analysis	Correspondence with M. Modjeski (GFI) related to buyer / broker settlement amounts	1.0
12/16/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) about monthly operating reports	0.4
12/16/2013	MJW	Meetings and Communications	Discussion with J. Irvin (GFI) about Most Favored Nation (MFN) Pricing	0.4
12/16/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) about monthly operating reports	0.3
12/16/2013	TBS	Meetings and Communications	Meetings with Senior Lender to cover 2014 budget and other strategic items	4.0
12/16/2013	TBS	Business Analysis	Review of Default Notice and Waiver Request and related discussions with J. Irvin (GFI)	0.5
12/16/2013	TBS	Business Analysis	Follow-up correspondence and reporting related to trade agreements	3.0

Date	Initials	Activity Code	Description of Services	Hours
12/16/2013	TBS	Business Operations	Call with A. Gupta (CM) to discuss open issues following meeting with Senior Lender	0.5
12/17/2013	AXG	Business Analysis	Revising the budget vs. actual analysis	0.3
12/17/2013	AXG	Business Operations	Preparing for the meeting with Peak Rock to review the monthly forecast and projections	0.6
12/17/2013	AXG	Meetings and Communications	Meeting with Peak Rock to review the monthly forecast and projections	4.0
12/17/2013	AXG	Projections and Modeling	Preparing the weekly cash flow model	2.3
12/17/2013	AXG	Business Operations	Following up on disbursement request for 12/18	0.4
12/17/2013	AXG	Business Operations	Updating the daily cash flow	0.8
12/17/2013	AXG	Business Operations	Researching and clarifying the treatment of 503(b)(9) claim funding and professional fee payment on plan effective date	1.1
12/17/2013	AXG	Business Operations	Understanding and clarifying the treatment of cure amount for sales broker	0.6
12/17/2013	AXG	Business Operations	Researching the status of Foley & Lardner professional fee payment	0.4
12/17/2013	AXG	Business Operations	Updating the daily inventory tracker	1.1
12/17/2013	KMA	Case Administration	Preparation and sending invoices to debtors	1.0
12/17/2013	MJW	Meetings and Communications	Discussion with R. Richter (GFI) regarding outstanding trade agreements	0.6
12/17/2013	MJW	Claims Analysis	Proof of Claim reconciliation	2.0
12/17/2013	MJW	Business Operations	Update and edits to vendor management matrix	1.4
12/17/2013	MJW	Meetings and Communications	Discussion with J. Irvin (GFI) about Most Favored Nation (MFN) Pricing	0.3
12/17/2013	MJW	Assumption/Rejection of Leases	Edits to contract assumption listing	0.8
12/17/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) concerning monthly operating report	0.4
12/17/2013	MJW	Claims Analysis	Preparation of Lamex Proof of Claim to AP reconciliation	1.2
12/17/2013	MJW	Assumption/Rejection of Leases	Edits to contract assumption listing	0.7
12/17/2013	MJW	Business Operations	Edits to Broker / Buying Group Settlement amount analysis	1.2
12/17/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) concerning Lamex and Sunland Pricing	0.6
12/17/2013	TBS	Assumption/Rejection of Leases	Review of action items for GE lease rejection and stipulation	0.6
12/17/2013	TBS	Business Analysis	Analysis and correspondence with buyers and brokers groups regarding trade agreements	3.5
12/17/2013	TBS	Assumption/Rejection of Leases	Review and analysis of cure costs, including review of select agreements for assumption	2.0
12/17/2013	TBS	Business Analysis	Call with T. Dolcourt (Foley) regarding trade agreements	0.4
12/17/2013	TBS	Business Analysis	Review of cash flow activity and budget to actual analysis	0.7
12/17/2013	TBS	Meetings and Communications	Call with sales broker Dadant and calls with R. Richter (GFI) to discuss claim negotiation	1.3
12/17/2013	TBS	Business Analysis	Review of cash flow forecasting and actual cash activity to date prior to Confirmation Hearing	1.5
12/18/2013	AXG	Business Operations	Researching the status of Foley & Lardner professional fee payment	0.5
12/18/2013	AXG	Business Operations	Updating daily cash flow based on funding and disbursement information	1.1

Date	Initials	Activity Code	Description of Services	Hours
12/18/2013	AXG	Business Operations	Leading the daily procurement call with purchasing team and resolving vendor and inventory issues	0.9
12/18/2013	AXG	Business Operations	Coordinating regarding vendor issues such as Naiman	0.7
12/18/2013	AXG	Business Operations	Explaining the inventory issues and risks with Naiman to Company management including R. Richter (GFI)	1.1
12/18/2013	AXG	Business Analysis	Preparing the daily cash budget through 01/03	3.6
12/18/2013	AXG	Business Operations	Obtaining the fee forecast from professionals	0.4
12/18/2013	AXG	Business Operations	Reconciling disbursement information	0.6
12/18/2013	AXG	Business Operations	Updating the inventory tracker	0.9
12/18/2013	DSM	Meetings and Communications	Update call with engagement team	1.0
12/18/2013	MJW	Business Operations	Preparation of Sunland and Lamex pricing analysis	0.6
12/18/2013	MJW	Meetings and Communications	Call with R. Richter (GFI) regarding outstanding trade agreements	0.6
12/18/2013	MJW	Business Operations	Update and edits to vendor management matrix	1.4
12/18/2013	MJW	Meetings and Communications	Call with J. O'Neill (Foley), J. Pinder (Foley), J. Simon (Foley), A. Turnbull (Houlihan), J. Irvin (GFI), R. Richter (GFI) regarding vendor relations, status of case, and trade agreements	1.3
12/18/2013	MJW	Business Operations	Preparation of Trade Claim Analysis to be used in confirmation hearing	2.4
12/18/2013	MJW	Business Operations	Accounts payable reconciliation for monthly operating report	0.6
12/18/2013	MJW	Business Operations	Edits to deposit and disbursement reconciliation for monthly operating report	1.1
12/18/2013	MJW	Business Operations	Edits to monthly operating report	1.5
12/18/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) related to monthly operating report	0.5
12/18/2013	TBS	Meetings and Communications	Update call with Groeb management and professional team	1.0
12/18/2013	TBS	Case Administration	Review of documents and filing prior to Confirmation Hearing and related to potential testimony	4.0
12/18/2013	TBS	Non-Working Travel	Travel time from Chicago to Detroit for Confirmation Hearing (50%)	2.0
12/18/2013	TBS	Case Administration	Preparation and review of declaration for Confirmation Hearing	2.0
12/18/2013	TBS	Business Analysis	Financial and business analysis related to prospective trade agreements	1.4
12/19/2013	AXG	Business Operations	Responding to R.Richter (GFI) regarding questions regarding Naiman loads	0.6
12/19/2013	AXG	Business Operations	Preparing for the Confirmation hearing	3.0
12/19/2013	AXG	Meetings and Communications	Attending the Confirmation hearing	3.0
12/19/2013	AXG	Non-Working Travel	Travel time from Detroit to residence	2.0
12/19/2013	MJW	Case Administration	Confirmation hearing for Groeb Farms	3.0
12/19/2013	MJW	Case Administration	Confirmation hearing preparation with J. O'Neill (Foley), J. Simon (Foley), T. Dolcourt (Foley), A. Turnbull (Houlihan), J. Irvin (GFI), R. Richter (GFI)	2.7
12/19/2013	MJW	Case Administration	Post confirmation hearing meeting with J. O'Neill (Foley), J. Simon (Foley), T. Dolcourt (Foley), A. Turnbull (Houlihan), J. Irvin (GFI), R. Richter (GFI)	2.5
12/19/2013	MJW	Business Operations	Edits to New Trade Agreements	0.6

Date	Initials	Activity Code	Description of Services	Hours
12/19/2013	TBS	Case Administration	Preparation at Foley and Larder offices prior to Confirmation Hearing, including for potential testimony	4.0
12/19/2013	TBS	Case Administration	Attendance at Confirmation Hearing (Detroit, MI)	2.5
12/19/2013	TBS	Non-Working Travel	Travel time from Detroit to residence following Confirmation Hearing (50%)	2.0
12/20/2013	AXG	Projections and Modeling	Preparing the professional fees schedule of the model	2.2
12/20/2013	AXG	Projections and Modeling	Preparing the receipt and disbursement for the weekly cash flow model	1.4
12/20/2013	AXG	Projections and Modeling	Reconciling the weekly cash flow model with the daily model and the prior version of the model	2.1
12/20/2013	AXG	Business Operations	Reconciling the payment for loads on the inventory tracker	1.2
12/20/2013	AXG	Business Operations	Discussing trade agreement terms for Sunland and Lamex	0.6
12/20/2013	AXG	Business Operations	Clarifying the covenant calculation for week ending 12/20 and 12/27	0.3
12/20/2013	DSM	Meetings and Communications	Call with T. Stallkamp (CM) regarding status, remaining items to resolve to exit Chapter 11	0.3
12/20/2013	MJW	Business Operations	Update and edits to vendor management matrix	1.2
12/20/2013	MJW	Assumption/Rejection of Leases	Edits to contract assumption listing	0.8
12/20/2013	MJW	Meetings and Communications	Request of updated claim register from KCC	0.6
12/20/2013	MJW	Meetings and Communications	Correspondence with T. Stallkamp (CM) related to Groeb Farms and New Trade Agreements	0.4
12/20/2013	MJW	Business Operations	Edits to monthly operating report	1.5
12/20/2013	MJW	Meetings and Communications	Correspondence with T. Dolcourt (Foley) related to monthly operating reports	0.4
12/20/2013	MJW	Business Operations	Edits and submission of New Trade Agreements	0.8
12/20/2013	MJW	Business Operations	Preparation of Open Items List	0.4
12/20/2013	MJW	Business Operations	Correspondence with T. Dolcourt (Foley) regarding cure analysis	0.4
12/20/2013	MJW	Business Operations	Correspondence with T. Dolcourt (Foley) regarding subdebt balances	0.4
12/20/2013	MJW	Business Operations	Correspondence with T. Dolcourt (Foley) regarding cure analysis	0.4
12/20/2013	MJW	Business Operations	Review of honey receiving log	0.4
12/20/2013	TBS	Business Operations	Conference call with Groeb Board to discuss Confirmation Hearing results	1.0
12/20/2013	TBS	Business Analysis	Financial and business analysis related to prospective trade agreements	3.5
12/20/2013	TBS	Meetings and Communications	Negotiations and trade agreement drafts for various creditors in advance of the voting deadline	3.5
12/23/2013	AXG	Business Analysis	Updating actuals for week ending 12/20 in the revised model	1.7
12/23/2013	AXG	Business Analysis	Preparing the summary schedules for the revised model	2.2
12/23/2013	AXG	Business Analysis	Reviewing the budget with J.Irvin (GFI)	0.6
12/23/2013	AXG	Business Analysis	Preparing the budget to actual analysis for week ending 12/20/2013	1.2
12/23/2013	AXG	Business Operations	Coordinating the Naiman loads	0.4
12/23/2013	AXG	Business Operations	Leading the daily procurement call with purchasing team and resolvin	1.3
12/23/2013	AXG	Business Analysis	Incorporating changes suggested by management to the budget	0.4
12/23/2013	AXG	Business Analysis	Finalizing the budget vs. actual analysis	0.7
12/23/2013	AXG	Business Operations	Reviewing and analyzing the professional fee escrow calculations	0.3
12/23/2013	KMA	Case Administration	Time and Expense review	2.0
12/23/2013	MJW	Business Operations	Updates to vendor trade claim analysis	0.4

Date	Initials	Activity Code	Description of Services	Hours
12/23/2013	MJW	Business Operations	Edits to Professional Fee Tracker	0.8
12/23/2013	MJW	Business Operations	Preparation of Professional Fee Tracker	2.2
12/24/2013	AXG	Business Operations	Reviewing and analyzing the revised professional fee escrow calculati	0.2
12/24/2013	AXG	Business Operations	Reconciling the professional fee escrow calculation to the budget	0.3
12/24/2013	KMA	Case Administration	Time and Expense review	2.0
12/24/2013	MJW	Business Operations	Update and edits to vendor management matrix	0.3
12/24/2013	MJW	Assumption/Rejection of Leases	Edits to contract cure analysis	0.8
12/26/2013	AXG	Business Operations	Updating the daily cash flow based on funding requests for the week	1.3
12/26/2013	AXG	Business Operations	Updating the inventory tracker based on the procurement call updates	1.1
12/26/2013	AXG	Business Operations	Leading the daily procurement call with purchasing team and resolvin	1.3
12/26/2013	AXG	Business Operations	Updating inventory tracker based on Purchasing Coordinator's updates	1.2
12/26/2013	AXG	Business Operations	Preparing the reconciliation for professional fee escrow to the budget	0.9
12/26/2013	AXG	Business Operations	Preparing the funds flow statement for the transaction	1.1
12/26/2013	AXG	Business Operations	Making the funding request for 12/27	0.2
12/26/2013	MJW	Data Analysis	Correspondence with M. Modjeski (GFI) related to buyer / broker sett	0.3
12/26/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) about cure analysis	0.5
12/26/2013	MJW	Assumption/Rejection of Leases	Edits to contract cure analysis	0.8
12/26/2013	MJW	Assumption/Rejection of Leases	Edits to contract cure analysis	0.4
12/27/2013	AXG	Business Operations	Coordinating the payment request	0.4
12/27/2013	AXG	Business Operations	Updating the funds flow statement for the GUC Litigation Trust Acco	0.3
12/27/2013	MJW	Meetings and Communications	Conference call with Y. Riemer (Peak Rock), T. Dolcourt (Foley), J. F	0.6
12/27/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) about cure analysis	0.3
12/27/2013	MJW	Meetings and Communications	Correspondence with R. Richter (GFI) regarding outstanding trade agı	0.4
12/27/2013	MJW	Business Operations	Distribution of new trade agreements	0.8
12/27/2014	TBS	Business Operations	Activities relating to transaction closing, including conference calls, document review, correspondence review, and other actions related to transaction closing.	4.0
12/28/2013	AXG	Business Operations	Calculating the over advance cap for Groeb Farms	0.3
12/28/2013	TBS	Business Analysis	Activities relating to transaction closing, including financial analysis and modeling, document review, correspondence review, and other actions related to transaction closing.	4.0
12/29/2013	AXG	Business Operations	Reviewing the analyzing the Funds Flow Statement from the Unsecur	0.4
12/29/2013	TBS	Business Operations	Activities relating to transaction closing, including conference calls, document review, correspondence review, and other actions related to transaction closing.	4.0
12/30/2013	AXG	Business Analysis	Preparing the budget to actual analysis for week ending 12/27/2013	1.2
12/30/2013	AXG	Business Operations	Attending the daily procurement call with purchasing team and resolv	0.4
12/30/2013	MJW	Data Analysis	Preparing and executing trade agreements	0.8
12/30/2013	MJW	Meetings and Communications	Correspondence with R. Richter (GFI) regarding outstanding trade agı	0.4
12/30/2013	MJW	Data Analysis	Correspondence with M. Modjeski (GFI) related to buyer / broker sett	0.3

Date	Initials	Activity Code	Description of Services	Hours
12/30/2013	TBS	Business Analysis	Activities relating to transaction closing, including financial analysis and modeling, document review, correspondence review, and other actions related to transaction closing.	4.0
12/31/2013	AXG	Business Operations	Attending the daily procurement call with purchasing team and resolv	0.6
12/31/2013	AXG	Business Operations	Updating the inventory tracker for 2014 activity	1.4
12/31/2013	DSM	Business Analysis	Reviewed financial, other information regarding exit plan, other matte	1.0
12/31/2013	KMA	Case Administration	Time and Expense review	1.5
12/31/2013	MJW	Claims Analysis	Claims reconciliation	1.2
12/31/2013	TBS	Business Operations	Activities relating to transaction closing, including conference calls, document review, correspondence review, and other actions related to transaction closing.	4.0
12/31/2013	TBS	Business Operations	Activities relating to transaction closing, including conference calls, document review, correspondence review, and other actions related to transaction closing.	4.0
Total Hours				**452.2**

Exhibit B: Expense Detail

Date	Incurred By	Code	Description	Amount
11/18/2013	AXG	AF	Coach Airfare - from EWR to DTW- One Way	$ 714.90
11/18/2013	AXG	TR	Arrow Transportation Invoice #38906 - Car fare from residence to EWR	206.99
11/19/2013	AXG	ME	Working Lunch - M. Wills & A. Gupta (CM)	16.25
11/21/2013	AXG	TR	Arrow Transportation Invoice #38906 - Car fare from EWR to residence	204.31
11/22/2013	TBS	TR	Cab to office during conference call	16.00
11/27/2013	TBS	ME	Working Lunch - M. Wills, T. Stallkamp (CM) in	25.00
12/2/2013	MJW	ME	Working Dinner	26.50
12/2/2013	AXG	AF	Coach Airfare - from EWR to DTW- Roundtrip	1,539.80
12/2/2013	AXG	TR	Arrow Transportation Invoice #39008 - Car fare from residence to EWR	158.17
12/2/2013	AXG	ME	Working Breakfast	10.15
12/2/2013	AXG	ME	Working Lunch - M. Wills & A. Gupta (CM)	25.00
12/3/2013	MJW	ME	Working Breakfast	8.85
12/3/2013	MJW	ME	Working Dinner & Breakfast	59.28
12/4/2013	AXG	TR	Arrow Transportation Invoice #39008 - Car fare from EWR to residence	159.64
12/4/2013	AXG	TR	Rental car for 3 days	367.67
12/4/2013	AXG	LO	Lodging - 2 nights - Ann Arbor, MI	330.78
12/4/2013	AXG	LO	Lodging - 2 nights - Ann Arbor, MI	26.01
12/4/2013	TBS	ME	Working Meal	5.18
12/4/2013	TBS	ME	Working Meal	5.78
12/4/2013	AXG	ME	Working Breakfast	6.20
12/4/2013	AXG	ME	Working Dinner	6.24
12/5/2013	MJW	LO	Lodging - 3 nights - Ann Arbor, MI	531.70
12/5/2013	TBS	LO	Lodging - 1 night - Ann Arbor, MI	132.09
12/5/2013	TBS	ME	Working Meal	10.44
12/5/2013	TBS	TR	Rental car gas	37.70
12/6/2013	TBS	TR	Tolls to and from Onsted, MI - Roundtrip	16.00
12/6/2013	MJW	M	Mileage - Chicago to Client, Client to Hotel x3, Hotel to Client x3, Client to Chicago	368.38
12/9/2013	MJW	ME	Working Dinner	34.76
12/10/2013	MJW	ME	Working Lunch	8.50
12/10/2013	TBS	ME	Working Meal	10.10
12/10/2013	TBS	ME	Working Meal	16.00
12/10/2013	TBS	TR	Rental car gas.	35.40
12/11/2013	TBS	ME	Working Meal	4.95
12/11/2013	MJW	LO	Lodging - 2 nights - Ann Arbor, MI	375.18
12/12/2013	TBS	LO	Lodging - 2 nights - Ann Arbor, MI	264.18
12/12/2013	TBS	ME	Working Meal	2.29
12/12/2013	TBS	ME	Working Meal	5.85

Date	Incurred By	Code	Description	Amount
12/12/2013	TBS	ME	Working Meal	6.02
12/12/2013	TBS	TR	Rental car gas.	36.82
12/12/2013	TBS	TR	Tolls to and from Onsted, MI - Roundtrip	16.00
12/12/2013	MJW	ME	Working Dinner	28.59
12/13/2013	TBS	TR	Rental car for 4 days	414.29
12/13/2013	MJW	M	Mileage - Chicago to Client, Client to Hotel x2, Hotel to Client x2, Client to Chicago	329.96
12/15/2013	AXG	AF	Coach Airfare - from EWR to DTW- One Way	744.90
12/16/2013	AXG	TR	Arrow Transportation Invoice #39112; Car fare from residence to EWR	189.85
12/16/2013	TBS	ME	Working Dinner - T.Stallkamp, A.Gupta & M.Wills (CM)	78.07
12/16/2013	AXG	ME	Incidentals	8.29
12/16/2013	TBS	TR	Rental car for 2 days	161.91
12/16/2013	AXG	ME	Working Breakfast	10.15
12/16/2013	AXG	ME	Working Lunch - M. Wills & A. Gupta (CM)	20.50
12/16/2013	AXG	ME	Working Lunch & Dinner	38.71
12/17/2013	MJW	ME	Working Breakfast	8.85
12/17/2013	MJW	ME	Working Lunch	13.82
12/17/2013	TBS	LO	Lodging - 1 night - Ann Arbor, MI	269.24
12/17/2013	TBS	ME	Working Meal	3.17
12/17/2013	TBS	M	Mileage to and from Onsted, MI and related mileage in area	316.40
12/17/2013	TBS	TR	Tolls to and from Onsted, MI - Roundtrip	14.00
12/18/2013	MJW	ME	Working Dinner & Lunch	55.58
12/18/2013	MJW	ME	Working Breakfast	2.23
12/18/2013	MJW	ME	Working Lunch	5.50
12/18/2013	TBS	TR	Cab from Standard Club (Chicago) to ORD.	58.00
12/18/2013	AXG	LO	Lodging - 2 nights - Ann Arbor, MI	295.92
12/18/2013	TBS	ME	Working Meal	69.24
12/18/2013	TBS	TR	Car fare from DTW to hotel (Detroit)	78.00
12/18/2013	AXG	ME	Working Breakfast	6.78
12/19/2013	MJW	LO	Lodging - 3 nights - Ann Arbor, MI	462.87
12/19/2013	AXG	TR	Arrow Transportation invoice #39112; Car fare from LGA to residence	264.40
12/19/2013	TBS	ME	Working Meal	4.99
12/19/2013	TBS	ME	Working Meal	6.57
12/19/2013	TBS	TR	Tolls from Michigan to Chicago - One Way	7.00
12/19/2013	TBS	TR	Rental car gas	37.90
12/19/2013	AXG	ME	Working Lunch	9.76
12/20/2013	AXG	AF	Coach Airfare - from DTW to EWR- One Way	704.90
12/20/2013	TBS	AF	Coach Airfare - from ORD to DTW- Roundtrip	489.90
12/20/2013	MJW	LO	Lodging - 1 night - Detroit, MI	549.70
12/20/2013	MJW	M	Mileage - Chicago to Client, Client to Hotel x3, Hotel to Client x3, Client to Chicago	368.38
12/20/2013	AXG	ME	Incidentals	20.00

Date	Incurred By	Code	Description	Amount
12/20/2013	TBS	LO	Lodging - 2 nights - Detroit, MI	542.52
12/20/2013	AXG	LO	Lodging - 1 night - Detroit, MI	298.75
12/20/2013	AXG	TR	Taxi fare from hotel to airport	60.00
12/20/2013	TBS	TR	Rental car for one week for T.Stallkamp & A. Gupta (CM)	767.87
12/27/2013	MJW	M	Mileage - Chicago to Client, Client to Hotel x2, Hotel to Client x2, Client to Detroit, Detroit to Chicago	370.08
12/31/2014	CMD	OOP	Courier charges, long distance phone charges, cell phone charges, other out-of-pocket charges	782.35
Total				**$ 14,800.95**

CONWAY MACKENZIE

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NEW YORK, NEW YORK 10020
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December 12, 2013

Private and Confidential

Mr. Rolf Richter
President and CEO
Groeb Farms, Inc.
10464 Bryan Highway
Onsted, MI 49265

Re: Chapter 11 Services to Groeb Farms, Inc.

For post-petition services rendered from November 1, 2013 through November 30, 2013 pursuant to the Agreement dated July 26, 2013 between Conway MacKenzie New York, LLC and Groeb Farms, Inc. as follows:

D. MacKenzie	10.0	hours @	$ 695.00	per hour	. . . .	$ 6,950.00
T. Stallkamp	162.5	hours @	$ 495.00	per hour	. . . .	80,437.50
A. Gupta	159.8	hours @	$ 375.00	per hour	. . . .	59,925.00
M. Wills	128.0	hours @	$ 335.00	per hour	. . . .	42,880.00
Paraprofessional	15.5	hours @	$ 135.00	per hour	. . . .	2,092.50
Fee Subtotal *(Detail attached as Exhibit A)*.						$ 192,285.00
Expenses *(Detail attached as Exhibit B)*.						12,320.01
Total Invoice Amount						$ 204,605.01
Interim Billed Amount *(80 % of total fees)*.						$ 153,828.00
Expenses *(Detail attached as Exhibit B)*.						12,320.01
Amount Due Upon Receipt						**$ 166,148.01**

PAYABLE UPON RECEIPT

WIRE TRANSFER INSTRUCTIONS
TO CONWAY MACKENZIE NEW YORK, LLC

Federal Tax ID: 26-0885702
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009
ABA Routing #072000096
(248) 644-2601

Conway MacKenzie New York, LLC
Account # 1852-78835-3

Exhibit A: Time Detail

Date	Initials	Activity Code	Description of Services	Hours
11/1/2013	AXG	Business Operations	Reviewing and analyzing the trade agreement	0.7
11/1/2013	AXG	Meetings and Communications	Attending and participating on the trade agreement call with management, financial advisors and counsel	1.5
11/1/2013	AXG	Projections and Modeling	Clarifying regarding the budget assumption for October sales	0.3
11/1/2013	AXG	Data Analysis	Finalizing the budget to actual analysis for week ending 10/25/2013 based on reclassifications	3.4
11/1/2013	AXG	Business Operations	Updating the daily procurement tracker	1.8
11/1/2013	AXG	Projections and Modeling	Clarifying regarding the budget assumption for November sales	0.2
11/1/2013	DSM	Business Analysis	Reviewed Term Sheet, related matters	0.5
11/1/2013	KMA	Case Administration	Time & Expense reporting, review, adjustments in preparation for billing	4.0
11/1/2013	MJW	Meetings and Communications	Procurement discussion with T. Stallkamp (CM) and A. Gupta (CM)	1.0
11/1/2013	MJW	Meetings and Communications	Status update with T. Stallkamp (CM)	1.0
11/1/2013	MJW	Projections and Modeling	DIP Budget preparation	2.2
11/1/2013	MJW	Data Analysis	Performed procurement Analyses and updated Inventory Tracker	2.0
11/1/2013	MJW	Projections and Modeling	Edits to DIP Budget	2.1
11/1/2013	TBS	Meetings and Communications	Various correspondence and calls with Management related to Groeb operations and bankruptcy issues	4.0
11/1/2013	TBS	Business Analysis	Review and analysis of daily cash request and cash account reconciliation	2.5
11/1/2013	TBS	Meetings and Communications	Meeting with M. Wills (CM) regarding inventory tracking and vendor status	0.5
11/1/2013	TBS	Meetings and Communications	Call with Groeb management and Foley regarding vendor trade agreement	1.0
11/1/2013	TBS	Case Administration	Review of final cash collateral order and related correspondence	1.0
11/2/2013	TBS	Case Administration	Review of final disclosure statement draft and related comments	2.0
11/3/2013	TBS	Business Operations	Review of draft trade terms agreement circulated by Foley	0.5
11/4/2013	AXG	Projections and Modeling	Preparing the budget to actual analysis for week ending 11/01/2013	1.2
11/4/2013	AXG	Business Operations	Mapping disbursements to funding requests	1.3
11/4/2013	AXG	Business Operations	Updating the inventory roll forward analysis	1.1
11/4/2013	AXG	Data Analysis	Reallocating the revision to the budget to actual analysis from prior week to ensure correct comparison	0.9
11/4/2013	AXG	Data Analysis	Preparing the rolling 4 week covenant calculation	0.7
11/4/2013	AXG	Business Operations	Leading the daily procurement call with the GFI purchasing team	1.2
11/4/2013	MJW	Business Operations	Discussion about vendor credit guidelines with J. Irvin (GFI)	0.2
11/4/2013	MJW	Business Operations	Edits / revisions to Open Purchase Order Analysis	0.5
11/4/2013	MJW	Data Analysis	Performed pricing and vendor analysis	3.7
11/4/2013	MJW	Data Analysis	Performed pricing and vendor analysis	3.7

11/4/2013	MJW	Data Analysis	Request / acquisition of September trial balance for liquidation analysis	0.2
11/4/2013	MJW	Non-Working Travel	Travel from Chicago to Onsted; Onsted to Chicago.	4.0
11/4/2013	MJW	Claims Administration	Correction of addresses for noticing procedures	0.2
11/4/2013	MJW	Claims Administration	Preparation of claim class balances	0.2
11/4/2013	TBS	Business Analysis	Claims analysis related to Disclosure Statement and related correspondence	2.5
11/4/2013	TBS	Meetings and Communications	Various calls and correspondence related to bankruptcy issues	4.0
11/4/2013	TBS	Business Analysis	Review of budget to actual analysis	0.5
11/4/2013	TBS	Meetings and Communications	Calls with Groeb management regarding operations and inventory analysis	1.0
11/5/2013	AXG	Projections and Modeling	Updating the inventory roll forward analysis and integrating the daily report into the longer term view	2.4
11/5/2013	AXG	Business Operations	Preparing the budget to actual analysis against the original budget	1.9
11/5/2013	AXG	Case Administration	Revising the budget to actual analysis based on management feedback	1.1
11/5/2013	AXG	Data Analysis	Updating the payment request in the daily tracker	0.8
11/5/2013	AXG	Projections and Modeling	Updating the Debtor In Possession budget for court submission	0.3
11/5/2013	AXG	Plan and Disclosure Statement	Analyzing the revised disclosure statement and documenting key facts for budgeting purposes	3.3
11/5/2013	AXG	Meetings and Communications	Coordinating for meeting with lender for discussing items not included in the approved budget	0.2
11/5/2013	AXG	Business Operations	Leading the daily procurement call with the GFI purchasing team	1.1
11/5/2013	DSM	Meetings and Communications	Groeb Update Call	1.0
11/5/2013	MJW	Data Analysis	Pricing / Vendor Analysis Preparation and Revisions	4.0
11/5/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) and J. Irvin (GFI) regarding honey pricing analysis.	0.3
11/5/2013	MJW	Meetings and Communications	Validation of Citrofrut 503(b)(9) claim amount with R. Shepherd (GF)	0.3
11/5/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) regarding inventory receiving reports	0.3
11/5/2013	TBS	Business Operations	Review of plan documents and related comments	3.0
11/5/2013	TBS	Meetings and Communications	Various meetings with management regarding bankruptcy and operational issues	3.0
11/5/2013	TBS	Data Analysis	Claims class analysis and review	4.0
11/5/2013	TBS	Projections and Modeling	Updates to liquidation analysis for Disclosure Statement	2.0
11/5/2013	TBS	Data Analysis	Inventory analysis and related discussions	2.0
11/6/2013	AXG	Projections and Modeling	Analyzing changes from the prior version and preparing a reconciliation	0.9
11/6/2013	AXG	Business Analysis	Preparing a schedule of disbursements not included in the approved budget	0.7
11/6/2013	AXG	Business Operations	Mapping disbursements to funding requests	1.7
11/6/2013	AXG	Projections and Modeling	Updating the budget to include disbursements that were not included in the approved budget	1.6
11/6/2013	AXG	Projections and Modeling	Updating the inventory roll forward analysis	1.1

11/6/2013	MJW	Meetings and Communications	Call with L. Salas (KCC) and J. Morrow (KCC) regarding claims administration and voting procedures	0.7
11/6/2013	MJW	Data Analysis	Pricing / Vendor Analysis Preparation and Revisions	4.0
11/6/2013	MJW	Meetings and Communications	Call with J. O'Neill (Foley), T. Dolcourt (Foley), J. Irvin (GFI), J. Paulitz (Kirkland and Ellis) regarding the disclosure statement.	1.0
11/6/2013	TBS	Business Operations	Review of plan documents and related comments	4.0
11/6/2013	TBS	Meetings and Communications	Call with claims agent to review balloting procedures and claim classes	0.5
11/6/2013	TBS	Meetings and Communications	Call with Foley and Lardner attorneys to review plan documents	1.0
11/6/2013	TBS	Data Analysis	Analysis of claims payables around Effective Date	2.0
11/7/2013	AXG	Projections and Modeling	Updating the budget based on an effective date 12/31 and revised advance rates	1.8
11/7/2013	AXG	Projections and Modeling	Analyzing changes from the prior version and preparing a reconciliation	0.9
11/7/2013	AXG	Meetings and Communications	Attending call with R. Shepherd (GFI), J. Irvin (GFI) & T. Stallkamp (CM) to analyze, discuss and make changes to the schedule of disbursements not included in the approved budget	0.8
11/7/2013	AXG	Projections and Modeling	Updating the budget based on an effective date 1/17 and new advance rates	1.6
11/7/2013	AXG	Business Operations	Attending the daily procurement call with the GFI purchasing team	0.5
11/7/2013	AXG	Business Operations	Updating the inventory roll forward analysis	1.1
11/7/2013	AXG	Projections and Modeling	Adding the collateral calculations to the presentation section of the budget per the Investment Bank's request	0.3
11/7/2013	AXG	Meetings and Communications	Attending call with lender to review and approve the items that were not included in the approved budget	0.5
11/7/2013	AXG	Business Operations	Mapping disbursements to funding requests	0.9
11/7/2013	KMA	Case Administration	Time and expense review; finalizing invoice; corresponding details	4.0
11/7/2013	MJW	Meetings and Communications	Call with J. Irvin (GFI), R. Sandahl (Houlihan Lokey) related to prep for Cash Flow Model call with Peak Rock.	1.0
11/7/2013	MJW	Data Analysis	Pricing / Vendor Analysis Preparation and Revisions	3.7
11/7/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) regarding monthly operating reports	0.2
11/7/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) regarding monthly operating reports	0.5
11/7/2013	MJW	Projections and Modeling	Obtaining previous advance rates from J. Irvin (GFI) for cash flow model	0.2
11/7/2013	MJW	Meetings and Communications	Call with J. Irvin (GFI) and Peak Rock Capital related to Cash Flow Model	0.6
11/7/2013	TBS	Data Analysis	Analysis related to claims payables at Effective date, including document review	1.0
11/7/2013	TBS	Meetings and Communications	Call with Houlihan and Groeb management to discuss claims payable at Effective Date	0.7
11/7/2013	TBS	Case Administration	Performed billing activities for October invoice.	0.5

11/7/2013	TBS	Business Operations	Review of filed objections	0.5
11/7/2013	TBS	Data Analysis	Claims class analysis and review	3.0
11/7/2013	TBS	Case Administration	Review of various case motions and proposed orders prior to omnibus hearing	1.5
11/7/2013	TBS	Meetings and Communications	Call with Houlihan, Groeb management, and Peak Rock regarding claims payable at Effective Date	0.5
11/7/2013	TBS	Data Analysis	Analysis and related correspondence related to updating DIP budget and certain claims payable at Effective Date	2.2
11/7/2013	TBS	Non-Working Travel	Travel from Chicago to Detroit for Omnibus hearing	2.0
11/8/2013	AXG	Business Operations	Attending the daily procurement call with the GFI purchasing team	1.2
11/8/2013	MJW	Meetings and Communications	Call with L. Salas (KCC) regarding claim class / voting procedures	0.3
11/8/2013	TBS	Meetings and Communications	Preparation meeting at Foley offices with Houlihan and Groeb management prior to omnibus hearing	1.5
11/8/2013	TBS	Meetings and Communications	Omnibus hearing attendance in Detroit, MI	2.5
11/9/2013	AXG	Projections and Modeling	Updating the budget for professional fees and material purchases	0.8
11/9/2013	AXG	Business Operations	Updating the inventory roll forward analysis	1.1
11/9/2013	AXG	Projections and Modeling	Analyzing and preparing a reconciliation between the version changes	0.9
11/9/2013	MJW	Claims Administration	Edits to claim class / voting procedures	2.5
11/9/2013	TBS	Data Analysis	Claims class analysis and related correspondence with KCC (claims agent)	4.0
11/10/2013	TBS	Data Analysis	Claims class analysis and related correspondence with KCC (claims agent)	2.0
11/11/2013	AXG	Projections and Modeling	Preparing the budget to actual analysis for week ending 11/08/2013 against the old budget	0.9
11/11/2013	AXG	Projections and Modeling	Preparing the budget to actual analysis for week ending 11/08/2013	1.2
11/11/2013	AXG	Business Operations	Updating the inventory roll forward analysis	0.3
11/11/2013	AXG	Business Operations	Attending the daily procurement call with the GFI purchasing team	1.0
11/11/2013	AXG	Projections and Modeling	Analyzing the budget with T. Stallkamp (Conway MacKenzie) and J. Irvin (Groeb CFO)	0.7
11/11/2013	AXG	Projections and Modeling	Preparing the inventory summary of the revised budget	0.9
11/11/2013	AXG	Business Operations	Explaining the inventory roll forward file to J. Merchant (Groeb employee)	0.4
11/11/2013	AXG	Projections and Modeling	Updating the budget with actuals for week ending 11/8 and truing up variances in the following weeks	1.1
11/11/2013	AXG	Projections and Modeling	Updating the model based on the revised trade agreement terms	0.4
11/11/2013	AXG	Business Analysis	Reviewing, analyzing and summarizing the revised trade agreement	1.2
11/11/2013	AXG	Business Operations	Analyzing the Michigan inventory expected during the week and performing vendor level analysis	0.8
11/11/2013	DSM	Business Analysis	Reviewed financial, other information, documents regarding negotiated plan treatment	1.0
11/11/2013	KMA	Case Administration	Revision of the invoice based on correspondence with T. Stallkamp (CM)	1.0
11/11/2013	MJW	Claims Administration	Edits to claim class / voting procedures	1.4

11/11/2013	MJW	Non-Working Travel	Travel from Chicago to Onsted; Onsted to Chicago.	4.0
11/11/2013	MJW	Data Analysis	Prepared pricing and vendor analysis	1.6
11/11/2013	MJW	Claims Administration	Research and preparation of schedule related to IRS claim	1.0
11/11/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) related to DIP budget	0.7
11/11/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) related to DIP budget	0.7
11/11/2013	TBS	Data Analysis	Investigation of IRS tax claim	0.4
11/11/2013	TBS	Case Administration	Review of professional compensation payment procedures with J Irvin (GFI)	0.3
11/11/2013	TBS	Data Analysis	Final analysis of claims for KCC solicitation packages	2.5
11/11/2013	TBS	Business Analysis	Review and analysis of updated weekly cash flow budget	2.0
11/11/2013	TBS	Projections and Modeling	Review of revenue projection for November and related questions of J Irvin (GFI)	0.3
11/11/2013	TBS	Meetings and Communications	Various meetings with J Irvin (GFI) and R Richter (GFI) regarding operations and cash flow	4.0
11/11/2013	TBS	Business Analysis	Inventory analysis and related meeting with Management	3.5
11/11/2013	TBS	Business Analysis	Tax call with Deloitte to review sale structure and related tax issues	0.8
11/12/2013	AXG	Projections and Modeling	Updating the model based on management feedback	2.8
11/12/2013	AXG	Projections and Modeling	Revising the budget to actual analysis for week ending 11/08/2013 against the old budget based on the revised daily cash report	0.2
11/12/2013	AXG	Business Analysis	Reviewing and analyzing the model with management	2.0
11/12/2013	AXG	Non-Working Travel	50% of travel time from residence to Onsted, MI	2.0
11/12/2013	AXG	Business Operations	Revising the budget to actual analysis based on the revised daily cash report	0.3
11/12/2013	AXG	Business Operations	Preparing the memo on operating issues and recommendations for the Company	1.3
11/12/2013	AXG	Business Operations	Updating the inventory roll forward analysis	0.8
11/12/2013	AXG	Business Operations	Mapping disbursements to funding requests	1.3
11/12/2013	AXG	Business Operations	Coordinating on inventory levels and procurements expected during the week ending 10/15	1.4
11/12/2013	DSM	Business Analysis	Reviewed draft agreements	1.0
11/12/2013	DSM	Meetings and Communications	Groeb Update Call	1.0
11/12/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) related to monthly operating reports	0.3
11/12/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) related to vendor pricing analysis	0.3
11/12/2013	MJW	Meetings and Communications	Discussion with J. Irvin (GFI) related to monthly operating reports	0.3
11/12/2013	MJW	Meetings and Communications	Call with J. O'Neill (Foley), T. Dolcourt (Foley), J. Irvin (GFI), R. Richter (GFI), R. Sandahl (Houlihan), and A. Turnbull (Houlihan) related to trade terms, disclosure statement, lease assumption, class action suit, and Groeb note.	1.0
11/12/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) and R. Richter (GFI) related to DIP budget	0.5

11/12/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) related to Inventory Levels	0.3
11/12/2013	MJW	Business Operations	Analysis of proposed Trade Agreement	0.7
11/12/2013	MJW	Data Analysis	Revisions to pricing and vendor Analysis	1.4
11/12/2013	MJW	Business Operations	Analysis of revisions to proposed Trade Agreement	0.3
11/12/2013	MJW	Meetings and Communications	Discussion with J. Irvin (GFI) related to vendor pricing analysis	0.3
11/12/2013	MJW	Claims Administration	Discussion with L. Salas (KCC) regarding claims register	0.3
11/12/2013	MJW	Claims Administration	Discussion with L. Salas (KCC) regarding solicitation materials	0.1
11/12/2013	TBS	Data Analysis	Final analysis of claims for KCC solicitation packages	4.0
11/12/2013	TBS	Meetings and Communications	Various communications with vendors regarding 503(b)(9) claims and related matters	0.8
11/12/2013	TBS	Business Analysis	Review of latest Trade Terms Agreement draft and related cash flow changes	1.5
11/12/2013	TBS	Data Analysis	Call with T Dolcourt (Foley) to review solicitation package list	0.5
11/12/2013	TBS	Non-Working Travel	50% travel time	2.0
11/12/2013	TBS	Case Administration	Status update call with Management, Foley, and Houlihan	0.5
11/12/2013	TBS	Case Administration	Review and updates top internal operations and financial considerations memo for Groeb Management	1.5
11/13/2013	AXG	Business Operations	Understanding the inventory receipt issues	0.6
11/13/2013	AXG	Business Operations	Leading the inventory call with the procurement team	2.5
11/13/2013	AXG	Business Operations	Updating the inventory roll forward analysis	0.5
11/13/2013	AXG	Business Operations	Coordinating on inventory levels and procurements expected during the week ending 10/15	2.4
11/13/2013	AXG	Projections and Modeling	Updating the budget with the scenario analysis	1.1
11/13/2013	AXG	Business Analysis	Reviewing, analyzing and suggesting changes to the analysis for the loss calculation based on higher price input	0.6
11/13/2013	AXG	Projections and Modeling	Updating the inventory roll forward analysis	0.7
11/13/2013	AXG	Business Operations	Coordinating on honey loads expected from Lamex and CM Goettsche	1.6
11/13/2013	MJW	Claims Administration	Call with L. Salas (KCC), T. Dolcourt (Foley), and K. Northcutt (Foley) regarding claims administration / voting procedures	0.6
11/13/2013	MJW	Claims Administration	Obtaining R. Richter's (GFI) Employment agreement	0.2
11/13/2013	MJW	Claims Administration	Verification of Groeb Note Parties	0.4
11/13/2013	MJW	Claims Administration	Discussion with P. Centorbi (GFI) regarding contracts in California	0.5
11/13/2013	MJW	Data Analysis	Assisting R. Shepherd (GFI) with Monthly Operating Report	0.7
11/13/2013	MJW	Claims Administration	Edits to KCC claim reconciliation register	1.2
11/13/2013	MJW	Claims Administration	Edits and revisions to Estimated Gross Margin Analysis	0.8
11/13/2013	MJW	Data Analysis	Professional Fee Invoice Detail Research	0.8
11/13/2013	MJW	Claims Administration	Estimated Gross Margin Analysis	1.6

11/13/2013	TBS	Meetings and Communications	Call with Management regarding inventory levels and supply chain	2.2
11/13/2013	TBS	Case Administration	Update call with Board of Directors and related preparation and follow-up	2.1
11/13/2013	TBS	Meetings and Communications	Preparation of weekly budget to actual analysis for Creditor's Committee	0.3
11/13/2013	TBS	Case Administration	Actions related to preparation of Deloitte retention motion	1.3
11/13/2013	TBS	Case Administration	Actions related to lease rejections and retention of conflicts counsel	0.5
11/13/2013	TBS	Business Analysis	Review and analysis of customer profitability	2.0
11/13/2013	TBS	Meetings and Communications	Various meetings with J Irvin (GFI) and R Richter (GFI) regarding operations and cash flow	1.0
11/14/2013	AXG	Projections and Modeling	Updating the budget with the scenario analysis	0.7
11/14/2013	AXG	Business Operations	Coordinating on inventory levels and procurements expected during the week ending 10/15	0.4
11/14/2013	AXG	Business Analysis	Reviewing and analyzing the model with management	1.5
11/14/2013	AXG	Business Operations	Leading the inventory call with the procurement team	1.2
11/14/2013	AXG	Business Operations	Updating the inventory roll forward analysis	1.8
11/14/2013	AXG	Business Operations	Reviewing, analyzing and suggesting changes to the analysis for the loss calculation based on higher price input	0.6
11/14/2013	AXG	Business Operations	Analyzing the post petition trade accounts payable balance	0.4
11/14/2013	AXG	Business Operations	Mapping disbursements to funding requests	1.9
11/14/2013	AXG	Business Operations	Reviewing and analyzing the latest draft of the trade agreement	0.7
11/14/2013	AXG	Non-Working Travel	50% of travel time from Onsted, MI to residence	2.0
11/14/2013	KMA	Case Administration	Finalizing invoice and sending out hard copies to Foley, Kirkland, Pachulski, & US Trustee	1.0
11/14/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI), R. Richter (GFI), about budget	1.2
11/14/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI), R. Richter (GFI), K Peters (GFI) about production schedules	0.5
11/14/2013	MJW	Claims Administration	Specific Vendor Pricing Loss Analysis	1.5
11/14/2013	MJW	Data Analysis	Professional Fee Invoice Detail Research	0.5
11/14/2013	MJW	Accounting/Auditing	Assisting R. Shepherd (GFI) with Monthly Operating Report	1.2
11/14/2013	MJW	Meetings and Communications	Meeting with R. Shepherd (GFI) concern the status and questions related to the monthly operating report	0.5
11/14/2013	MJW	Accounting/Auditing	Review of monthly operating reports provided by R. Shepherd (GFI)	2.0
11/14/2013	MJW	Business Operations	Analysis of Operating Issues Document	0.2
11/14/2013	MJW	Business Operations	Inquiry concern employment specific contracts / agreements	0.3
11/14/2013	TBS	Business Analysis	Review of latest Trade Terms Agreement draft and related cash flow changes	1.5
11/14/2013	TBS	Meetings and Communications	Call with R Richter (GFI) and A Turnbull (Houlihan) regarding cash flow model	0.5
11/14/2013	TBS	Accounting/Auditing	Review of monthly operating reporting package draft and related follow-up items	1.5

11/14/2013	TBS	Business Analysis	Inventory analysis and related meeting with Management	3.5
11/14/2013	TBS	Business Analysis	Cash flow analysis for weekly model	3.5
11/15/2013	AXG	Projections and Modeling	Updating the budget after feedback from management and investment banker	2.9
11/15/2013	AXG	Meetings and Communications	Call with Houlihan Lokey regarding the budget review and operational issues	1.0
11/15/2013	AXG	Business Operations	Getting an update on the daily procurement call	0.4
11/15/2013	AXG	Meetings and Communications	Call with Peak Rock regarding updates on operational issues, changes to the name of the company and status of trade agreement with key vendors	1.0
11/15/2013	AXG	Business Operations	Updating the daily inventory tracker	0.6
11/15/2013	AXG	Business Operations	Updating the daily cash tracker	1.6
11/15/2013	MJW	Assumption/Rejection of Leases	Lease motion support	0.3
11/15/2013	MJW	Meetings and Communications	Correspondence with T Dolcourt (Foley) about lease motion	0.2
11/15/2013	MJW	Meetings and Communications	Call with R. Sandahl (Houlihan), A. Turnbull (Houlihan), J Irvin (GFI) and R Richter (GFI) about budget	0.8
11/15/2013	MJW	Data Analysis	Edits to Estimated Gross Margin Analysis	0.5
11/15/2013	MJW	Data Analysis	Expansion / Preparation of Vendor Management Analysis	2.0
11/15/2013	MJW	Data Analysis	Edits to Estimated Gross Margin Analysis	0.5
11/15/2013	TBS	Case Administration	Call with D MacKenzie (CM) regarding case status and open issues	0.3
11/15/2013	TBS	Business Analysis	Analysis and review of updated cash flow projections	3.5
11/15/2013	TBS	Meetings and Communications	Call with Peak Rock, Management, and Houlihan regarding cash flow and business operations	1.0
11/15/2013	TBS	Meetings and Communications	Call with Management and Houlihan regarding cash flow and business operations	1.1
11/15/2013	TBS	Non-Working Travel	50% travel time	2.0
11/15/2013	TBS	Meetings and Communications	Call with J.O'Neill (Foley) and R Richter (GFI) regarding voting status for select claims	0.5
11/17/2013	TBS	Data Analysis	Review of claims requiring CD packages and non-voting claims for solicitation packages	1.0
11/18/2013	AXG	Projections and Modeling	Preparing the budget to actual analysis for week ending 11/15/2013	1.2
11/18/2013	AXG	Projections and Modeling	Preparing the budget to actual analysis for week ending 11/15/2013 against the old budget	0.3
11/18/2013	AXG	Non-Working Travel	50% of travel time from residence to Onsted, MI	2.0
11/18/2013	AXG	Business Operations	Mapping disbursements to funding requests	1.3
11/18/2013	AXG	Business Operations	Collecting the medial insurance information per Peak Rock's request	2.6
11/18/2013	AXG	Projections and Modeling	Changing the calculation of the inventory roll forward analysis to drive analysis by disbursements rather than funding request	0.9
11/18/2013	AXG	Business Operations	Analyzing the revenue projection for the rest of November	0.3
11/18/2013	AXG	Business Operations	Updating the inventory tracker before the daily call	0.7
11/18/2013	AXG	Business Operations	Leading the procurement call with the GFI purchasing team	1.8

11/18/2013	AXG	Business Operations	Updating the inventory tracker for changes based on the daily call	1.1
11/18/2013	KMA	Case Administration	Time and expense review	1.0
11/18/2013	MJW	Accounting/Auditing	Edits to Monthly Operating Report	1.0
11/18/2013	MJW	Data Analysis	Obtaining R. Richter (GFI) Executed Employment Agreement	0.1
11/18/2013	MJW	Business Operations	Preparation of Trade Term Tracker	2.0
11/18/2013	MJW	Accounting/Auditing	Preparation of Monthly Operating Report	2.0
11/18/2013	MJW	Meetings and Communications	Meeting with T. Stallkamp (CM) to discuss requirements for submission of monthly operating report	1.2
11/18/2013	MJW	Data Analysis	Edits to Margin Loss Analysis	1.8
11/18/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) regarding proposed changes to monthly operating report	0.5
11/18/2013	TBS	Data Analysis	Review of monthly operating report package and related financial analysis	3.0
11/18/2013	TBS	Data Analysis	Call with T Dolcourt (Foley) regarding claims and solicitation process	0.3
11/18/2013	TBS	Business Operations	Call with J Simon (Foley) regarding Berlin Packaging issues and related email correspondence	0.6
11/18/2013	TBS	Business Operations	Activities related to collection of insurance documentation requested by Peak Rock	0.5
11/18/2013	TBS	Data Analysis	Review of email correspondence and call with A Gupta (CM) regarding inventory issues	1.0
11/18/2013	TBS	Case Administration	Working group update call in advance of Board call	0.7
11/18/2013	TBS	Data Analysis	Review of first monthly operating report submission and related analysis	3.0
11/19/2013	AXG	Business Operations	Reviewing, analyzing and suggesting changes to the flash report analysis	0.8
11/19/2013	AXG	Projections and Modeling	Updating the budget and the 2 scenarios	2.1
11/19/2013	AXG	Business Operations	Leading the daily procurement call and discussing key vendor issues	1.7
11/19/2013	AXG	Business Operations	Updating the inventory tracker and requesting for follow ups within the team	0.9
11/19/2013	AXG	Business Operations	Updating the daily cash flow for funding requests and actual disbursements	1.2
11/19/2013	AXG	Business Operations	Following up on inventory receipt issues for loads coming from Mexico	0.7
11/19/2013	AXG	Meetings and Communications	Reviewing the budget and operating issues with management	0.6
11/19/2013	DSM	Meetings and Communications	Groeb Update Call	1.0
11/19/2013	KMA	Case Administration	Time and expense review	1.0
11/19/2013	MJW	Business Operations	Preparation of insurance materials for submission to Peak Rock	0.8
11/19/2013	MJW	Business Operations	Edits of Trade Term Tracker	0.3
11/19/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) to discuss vendor relations and trade agreements	0.3
11/19/2013	MJW	Accounting/Auditing	Preparation and reconciliation of check disbursement and receipt detail for appendix to monthly operating report	3.0
11/19/2013	MJW	Claims Administration	Reconciliation of GT94LP Claim	0.4
11/19/2013	MJW	Claims Administration	Research regarding Texas tax Pre-petition liability	0.2
11/19/2013	MJW	Data Analysis	Edits to Margin Loss Analysis	0.6

11/19/2013	MJW	Accounting/Auditing	Preparation and reconciliation of check disbursement and receipt detail for appendix to monthly operating report	2.0
11/19/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) to discuss timing of bankruptcy hearings	0.3
11/19/2013	MJW	Accounting/Auditing	Discussion with R. Shepherd (GFI) concerning finalization of the monthly operating report	0.3
11/19/2013	MJW	Accounting/Auditing	Discussion with R. Shepherd (GFI) concerning further support for monthly operating report	0.3
11/19/2013	MJW	Business Operations	Preparation and Edits to Daily and Weekly Flash Report	1.4
11/19/2013	MJW	Claims Administration	Correspondence with L. Salas (KCC) and J. Morrow (KCC) related to impaired and CUD creditors	0.3
11/19/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) to discuss budget	0.3
11/19/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) to discuss procurement	0.3
11/19/2013	MJW	Claims Administration	Discussion with R. Shepherd (GFI) concerning further support for monthly operating report	0.3
11/19/2013	MJW	Data Analysis	Edits to Margin Loss Analysis	0.6
11/19/2013	TBS	Case Administration	Preparation meeting prior to second 341 meeting	1.0
11/19/2013	TBS	Case Administration	Attendance at continued 341 meeting (Detroit, MI)	0.3
11/19/2013	TBS	Data Analysis	Review of customer margin loss analysis	0.5
11/19/2013	TBS	Accounting/Auditing	Follow-up activities for first monthly operating report submission	0.5
11/19/2013	TBS	Case Administration	Call with Board regarding status of the case and operational issues	1.2
11/19/2013	TBS	Data Analysis	Review and proof of claims and draft list of objectionable claims	0.8
11/19/2013	TBS	Non-Working Travel	50% travel time to Detroit, MI for 341 hearing and client work	2.0
11/19/2013	TBS	Business Operations	Set up process with Groeb management for tracking and negotiating trade agreements	0.6
11/20/2013	AXG	Business Operations	Collecting the property insurance information for Peak Rock	3.3
11/20/2013	AXG	Business Operations	Collating the list of all vehicles that are covered by insurance	0.6
11/20/2013	AXG	Business Analysis	Analyzing the exit facility fee charge by Peak Rock and the timing for the same	0.3
11/20/2013	AXG	Business Operations	Leading the daily procurement call and discussing key vendor issues	2.7
11/20/2013	AXG	Projections and Modeling	Updating the budget and scenario analysis for higher purchases pursuant to trade agreement	1.1
11/20/2013	AXG	Business Operations	Discussing, analyzing and trying to find solutions to operational issues	1.2
11/20/2013	AXG	Business Operations	Updating the inventory roll forward analysis	1.1
11/20/2013	MJW	Meetings and Communications	Discussion with T . Dolcourt (Foley) regarding support for monthly operating report	0.2
11/20/2013	MJW	Meetings and Communications	Discussion with T . Dolcourt (Foley) regarding submission of monthly operating report	0.2
11/20/2013	MJW	Data Analysis	Reconciliation of bank statement to system for support for monthly operating report	2.0
11/20/2013	MJW	Data Analysis	Preparation and Edits to Daily and Weekly Flash Report	2.0
11/20/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) regarding acquisition of support for monthly operating report	0.5

11/20/2013	TBS	Meetings and Communications	Review of final trade agreement for transmission to trade creditors	0.5
11/20/2013	TBS	Meetings and Communications	Transmission of cash flow and financial files to Board of Directors and UCC advisors	0.4
11/20/2013	TBS	Data Analysis	Analysis of cashed checks and check receipts for monthly operating report	1.5
11/20/2013	TBS	Business Analysis	Review and analysis of weekly cash flow projections	2.5
11/21/2013	AXG	Business Operations	Mapping disbursements to funding requests	0.6
11/21/2013	AXG	Business Operations	Updating the daily inventory tracker after daily call	0.9
11/21/2013	AXG	Business Analysis	Reviewing, analyzing and suggesting changes to the flash report analysis	0.4
11/21/2013	AXG	Business Operations	Updating the daily cash flow for funding requests and actual disbursements	1.2
11/21/2013	AXG	Business Operations	Updating the daily inventory tracker for actual payments	0.4
11/21/2013	AXG	Business Operations	Leading the daily procurement call and discussing key vendor issues	1.6
11/21/2013	AXG	Meetings and Communications	Meeting for trade agreement update with R. Richter (GFI) and J. Irvin (GFI), T. Stallkamp and M. Wills (CM)	0.6
11/21/2013	AXG	Non-Working Travel	50% of travel time from residence to Onsted, MI	2.0
11/21/2013	AXG	Projections and Modeling	Making changes to the budget based on Houlihan Lokey's comments and responding to their questions	1.1
11/21/2013	AXG	Business Operations	Coordinating for the CM Goettsche loads expected to arrive in week ending 11/29	0.2
11/21/2013	AXG	Business Operations	Coordinating regarding the Lamex trade agreement with T. Dolcourt (Foley)	0.3
11/21/2013	AXG	Restructurings	Sending the insurance documents to Willis based on Peak Rock's request	0.5
11/21/2013	AXG	Business Analysis	Analyzing the exit facility fee charge by Peak Rock and the timing for the same	0.3
11/21/2013	KMA	Case Administration	Time and expense review; making adjustments	1.0
11/21/2013	MJW	Meetings and Communications	Discussion with J. Irvin (GFI) about Epax Systems Claim	0.3
11/21/2013	MJW	Meetings and Communications	Trade Agreement Meeting with J. Irvin (GFI), J. Wolf (GFI), and R. Richter (GFI)	0.5
11/21/2013	MJW	Business Operations	Discussion with J. Irvin (GFI) about first day motions	0.2
11/21/2013	MJW	Data Analysis	Preparation and Edits to Daily Flash Report	2.4
11/21/2013	MJW	Claims Administration	Inquiry of L. Salas (KCC) regarding Epax Systems Claim	0.3
11/21/2013	MJW	Meetings and Communications	Edits to Trade Term Tracker	2.6
11/21/2013	MJW	Meetings and Communications	Discussion with J. Irvin (GFI) regarding reconciliation of support for monthly operating report	0.2
11/21/2013	MJW	Data Analysis	Reconciliation of bank statement to system for support for monthly operating report	0.5
11/21/2013	MJW	Business Operations	Edits to Trade Term Agreement Tracking	0.8
11/21/2013	MJW	Business Operations	Edits and Sharing of (remote sharing) to Trade Term Agreement Tracking	0.4
11/21/2013	MJW	Meetings and Communications	Discussion / setting-up shared access to Trade Term Tracker	0.5

11/21/2013	TBS	Business Analysis	Correspondence relating to Peak Rock fees under the credit agreement	0.3
11/21/2013	TBS	Data Analysis	Review of November sales projections and related correspondence	0.2
11/21/2013	TBS	Business Analysis	Call for tracking trade terms agreements	0.5
11/21/2013	TBS	Meetings and Communications	Email correspondence with Glass Ratner and Foley related to October financials	0.2
11/21/2013	TBS	Meetings and Communications	Call with Specialty Products regarding trade terms agreement	0.5
11/21/2013	TBS	Business Analysis	Daily inventory call and review and analysis of inventory position and pipeline	2.3
11/21/2013	TBS	Meetings and Communications	Call with R Richter, J Wolf (GFI) and representatives of Bees Brothers	0.6
11/22/2013	AXG	Business Operations	Leading the daily procurement call and discussing key vendor issues	1.4
11/22/2013	AXG	Business Operations	Updating the daily cash flow tracker for funding requests and mapping disbursements to funding requests	1.4
11/22/2013	AXG	Business Operations	Updating the daily inventory tracker for actual payments	1.3
11/22/2013	AXG	Business Operations	Updating the daily inventory tracker with information received during the inventory call	0.9
11/22/2013	AXG	Business Analysis	Analyzing the budget and forecasted honey disbursements to make recommendations on cash management for the next few weeks	1.2
11/22/2013	AXG	Projections and Modeling	Updating the budget for actuals for week ending 11/22	1.3
11/22/2013	MJW	Business Operations	Edits to Trade Term Tracker	0.6
11/22/2013	MJW	Data Analysis	Pricing / Vendor Analysis Preparation and Revisions	1.6
11/22/2013	MJW	Business Operations	Edits to Inventory Receipt Tracker	0.8
11/22/2013	MJW	Meetings and Communications	Call with J. Irvin (GFI), R. Richter (GFI), A. Turnbull (Houlihan) and Peak Rock (Private Equity Firm) regarding DIP budget and operations	1.4
11/22/2013	MJW	Claims Administration	Reconciliation of Citrofrut Claim	0.2
11/22/2013	MJW	Data Analysis	Preparation / Edits to Daily Flash Report	1.8
11/22/2013	MJW	Data Analysis	Preparation / Edits to Weekly Flash Report	0.8
11/22/2013	TBS	Data Analysis	Call with A Gupta (CM) regarding cash flow budget and assumptions	0.5
11/22/2013	TBS	Business Analysis	Review of updated cash flow projections, related analysis, and related correspondence	2.5
11/22/2013	TBS	Claims Administration	Review of draft stipulation for GE lease and correction of lease figures	0.6
11/22/2013	TBS	Business Operations	Email correspondence regarding supply chain and inventory pipeline	0.3
11/22/2013	TBS	Meetings and Communications	Call with CM Goettsche regarding trade terms agreement	0.4
11/23/2013	MJW	Business Operations	Edits to Trade Term Tracker	0.6
11/24/2013	MJW	Business Operations	Edits to Trade Term Tracker	0.4
11/25/2013	AXG	Business Operations	Updating the inventory tracker before the daily call	0.7
11/25/2013	AXG	Business Operations	Leading the procurement call with purchasing team	1.8

11/25/2013	AXG	Business Operations	Analyzing the treatment of the exit facility fees charged by Peak Rock for budget to actual analysis for week ending 11/22/2013	0.3
11/25/2013	AXG	Projections and Modeling	Preparing the budget to actual analysis for week ending 11/22/2013	1.2
11/25/2013	AXG	Business Operations	Preparing the budget to actual analysis for week ending 11/22/2013 against the old budget	0.3
11/25/2013	AXG	Business Operations	Reviewing, analyzing and suggesting changes to the flash report analysis	0.3
11/25/2013	AXG	Business Operations	Mapping disbursements to funding requests	1.3
11/25/2013	AXG	Business Operations	Updating the inventory tracker for changes based on the daily call	1.1
11/25/2013	DSM	Business Analysis	Reviewed financial, other information regarding bankruptcy proceedings	2.5
11/25/2013	KMA	Case Administration	Running time and expense reports for invoicing purposes	0.5
11/25/2013	MJW	Data Analysis	Prepared and made edits to Daily Flash Report	4.0
11/25/2013	MJW	Data Analysis	Edits to purchasing report	0.5
11/25/2013	MJW	Data Analysis	Preparation of Daily Flash Report	0.4
11/25/2013	MJW	Meetings and Communications	Trade agreement discussion with J. Irvin (GFI), R. Richter (GFI), and J. Wolf (GFI).	1.0
11/25/2013	MJW	Meetings and Communications	Discussion with J. Simon (Foley) and US Trustee regarding monthly operating report submission	0.6
11/25/2013	MJW	Business Operations	Trade agreement tracker updates	3.8
11/25/2013	TBS	Data Analysis	Inventory status call and related analysis	1.5
11/25/2013	TBS	Data Analysis	Vendor tracking call and status update	0.7
11/25/2013	TBS	Case Administration	Review of Plan Supporting Documents and Management Incentive Plan	1.0
11/25/2013	TBS	Data Analysis	Review of Citrofrut reconciliation data	0.3
11/25/2013	TBS	Business Operations	Prepared trade agreement data for distribution to select creditors	3.0
11/26/2013	AXG	Business Operations	Analyzing and researching the allowable vacation pay	0.8
11/26/2013	AXG	Projections and Modeling	Making changes to the budget to actual analysis based on management feedback and issuing it to Peak Rock.	0.3
11/26/2013	AXG	Projections and Modeling	Updating the budget with actuals for week ending 11/22	2.1
11/26/2013	AXG	Business Operations	Attending the daily procurement call with purchasing team	1.8
11/26/2013	AXG	Business Operations	Updating the inventory tracker for changes based on the daily call	1.3
11/26/2013	DSM	Meetings and Communications	Groeb Update Call	1.0
11/26/2013	KMA	Case Administration	Time and expense review	1.0
11/26/2013	MJW	Assumption/Rejection of Leases	Confirmation of lease assumptions / compiling list of leases for assumptions	0.2
11/26/2013	TBS	Data Analysis	Review of updated rolling weekly cash flow budget	0.8
11/26/2013	TBS	Data Analysis	Review of prior week's budget to actual activity and related correspondence	0.3
11/26/2013	TBS	Case Administration	Working group status call update with Conway, Foley, Houlihan, and Groeb Management	0.6

11/26/2013	TBS	Business Operations	Call with J. Irvin (GFI) and J. Simon (Foley) regarding Florida lease rejection and other bankruptcy matters	0.6
11/26/2013	TBS	Case Administration	Call with US Trustee regarding first monthly operating report	0.4
11/27/2013	AXG	Business Operations	Attending call with R. Shepard (GFI), J. Irvin (GFI) and T.Stallkamp (CM) to discuss the tax report from Deloitte	0.5
11/27/2013	AXG	Business Operations	Updating the daily cash flow for funding requests and actual disbursements	1.2
11/27/2013	AXG	Business Operations	Updating the inventory roll forward analysis	1.1
11/27/2013	AXG	Business Operations	Leading the daily procurement call with the purchasing team and discussing key vendor issues	2.1
11/27/2013	DSM	Meetings and Communications	Groeb Update Call	1.0
11/27/2013	KMA	Case Administration	Time & Expense reporting, review, adjustments in preparation for billing	1.0
11/27/2013	MJW	Meetings and Communications	Trade agreement discussion with J. Irvin (GFI), R. Richter (GFI), and J. Wolf (GFI).	0.6
11/27/2013	TBS	Data Analysis	Performed claims calculation for Deloitte tax draft	1.0
11/27/2013	TBS	Meetings and Communications	Call with J. Irvin (GFI) and R. Sandahl (Houlihan) regarding claims balance calculations	0.5
11/27/2013	TBS	Meetings and Communications	Call with R. Richter (GFI) and J. Wolf regarding approach to trade vendors and certain trade agreements	0.5
11/27/2013	TBS	Meetings and Communications	Correspondence and trade agreement analysis draft provided to BWB, Buoye, Lamex, and other suppliers	3.0
11/27/2013	TBS	Case Administration	Correspondence with US Trustee regarding projected financial performance	0.3
11/27/2013	TBS	Business Operations	Review of Lamex escrow agreement and related call with T. Dolcourt (Foley	0.5
11/29/2013	TBS	Case Administration	Correspondence with US Trustee regarding projected financial performance	0.2
11/29/2013	TBS	Meetings and Communications	Correspondence and trade agreement analysis draft provided to Delta for execution	0.5
11/30/2013	TBS	Data Analysis	Correspondence and trade agreement analysis for Naiman Honey	0.2
Total Hours				**475.8**

Exhibit B: Expense Detail

Date	Incurred By	Code	Description of Expense	Amount
11/19/2013	TBS	PK	Parking in Ann Arbor, MI for dinner	$ 1.00
11/14/2013	TBS	ME	Working Meal	$ 1.09
11/19/2013	TBS	ME	Meals	$ 2.39
10/11/2013	TBS	PK	Parking for dinner in Ann Arbor, MI	$ 2.40
11/19/2013	TBS	PK	Parking in Ann Arbor, MI	$ 2.40
11/4/2013	TBS	ME	Working Meal	$ 2.65
11/11/2013	TBS	ME	Working Meal	$ 4.12
11/14/2013	TBS	ME	Working Meal	$ 4.18
11/7/2013	TBS	ME	Working Meal	$ 4.41
11/8/2013	TBS	ME	Working Meal	$ 4.99
11/12/2013	TBS	ME	Working Meal	$ 4.99
11/5/2013	TBS	ME	Working Meal	$ 5.15
11/15/2013	MJW	ME	Working Lunch	$ 5.50
11/19/2013	MJW	ME	Working Breakfast	$ 6.11
11/18/2013	AXG	ME	Working Lunch	$ 6.57
11/7/2013	MJW	ME	Working Lunch	$ 6.63
11/15/2013	TBS	TR	Rental car gas	$ 7.18
11/14/2013	AXG	ME	Working Breakfast	$ 7.36
11/5/2013	MJW	ME	Working Breakfast	$ 7.83
11/12/2013	TBS	ME	Working Meal	$ 7.95
11/8/2013	TBS	ME	Working Meal	$ 8.43
11/21/2013	MJW	ME	Working Breakfast	$ 8.85
11/6/2013	MJW	ME	Working Breakfast	$ 8.85
11/7/2013	MJW	ME	Working Breakfast	$ 8.85
11/12/2013	MJW	ME	Working Breakfast	$ 8.85
11/13/2013	MJW	ME	Working Breakfast	$ 8.85
11/15/2013	TBS	ME	Working Meal	$ 8.90
11/19/2013	TBS	AF	Airfare - seat fee on ORD to DTW flight	$ 9.00
11/20/2013	TBS	ME	Working Meal	$ 9.07
11/21/2013	AXG	ME	Working Breakfast	$ 10.31
11/18/2013	AXG	ME	Working Breakfast	$ 10.71
11/20/2013	TBS	ME	Working Meal	$ 14.30
11/14/2013	TBS	ME	Working Meal	$ 15.00
11/20/2013	MJW	ME	Travel Breakfast for A Gupta and M Wills (CM)	$ 15.21
11/13/2013	TBS	TR	Cab fare from residence to office during Board of Directors call	$ 16.00
11/15/2013	TBS	TR	Tolls from Chicago to Onsted, MI - Roundtrip	$ 16.00
11/5/2013	TBS	TR	Tolls to and from Onsted, MI - Roundtrip	$ 16.00
11/14/2013	MJW	ME	Working Lunch - A. Gupta, M. Wills, T. Stallkamp (CM)	$ 16.50
11/12/2013	TBS	ME	Working Meal	$ 16.56
11/19/2013	MJW	ME	Travel Lunch - A.Gupta & M.Wills (CM)	$ 17.29
11/5/2013	MJW	ME	Working Lunch - M. Wills, T. Stallkamp (CM)	$ 17.76

11/1/2013	TBS	TR	Cab fare from residence to office following return from travel	$	18.00
11/11/2013	MJW	ME	Working Lunch - M. Wills & A. Gupta (CM)	$	18.59
11/19/2013	AXG	TR	Rental car gas	$	19.29
11/14/2013	AXG	ME	Incidentals	$	20.00
11/24/2013	AXG	ME	Incidentals	$	20.00
11/19/2013	TBS	PK	Parking in Detroit for 341 meeting	$	20.00
11/6/2013	MJW	ME	Working Dinner	$	21.48
11/21/2013	AXG	ME	Working lunch - A.Gupta & M.Wills (CM)	$	21.77
11/10/2013	MJW	ME	Working Dinner	$	23.59
11/12/2013	AXG	ME	Working Dinner & Lunch	$	23.99
11/13/2013	MJW	ME	Working Dinner	$	25.44
11/20/2013	AXG	ME	Working Dinner - AXG & MJW (CM)	$	29.12
11/5/2013	MJW	ME	Working Dinner	$	30.09
11/15/2013	TBS	TR	Rental car gas	$	33.15
11/13/2013	MJW	ME	Working Dinner	$	35.89
11/5/2013	TBS	TR	Rental car gas	$	36.40
11/8/2013	MJW	ME	Travel Dinner	$	36.95
11/15/2013	TBS	TR	Rental car gas	$	38.67
11/7/2013	TBS	TR	Cab fare from office to ORD	$	50.00
11/11/2013	TBS	TR	Cab fare from residence to ORD	$	50.00
11/19/2013	TBS	TR	Cab fare from residence to ORD	$	52.00
11/12/2013	TBS	ME	Working Meal - T. Stallkamp, A. Gupta, M. Wills (CM)	$	52.46
11/19/2013	TBS	ME	Working Meal - $25 per diem meal charge for T.Stallkamp, M. Wills, and A.Gupta (CM)	$	75.00
11/18/2013	AXG	PK	Parking charges	$	80.00
11/11/2013	TBS	TR	Rental car for 3 days (pro rata)	$	96.29
11/11/2013	TBS	ME	Working dinner - T. Stallkamp, A.Gupta, and M. Wills (CM)	$	100.74
11/15/2013	TBS	TR	Rental car for 3 days	$	107.76
11/15/2013	TBS	LO	Lodging - 1 night - Ann Arbor, MI	$	120.99
11/22/2013	TBS	LO	Lodging - 1 night - Ann Arbor, MI	$	132.09
11/5/2013	TBS	LO	Lodging - 1 night - Kalamazoo, MI	$	132.09
11/12/2013	TBS	LO	Lodging - 1 night - Ann Arbor, MI	$	138.09
10/24/2013	AXG	TR	Arrow Transportation Invoice #38626 - Car fare from EWR to residence	$	145.55
11/12/2013	TBS	TR	Rental car for 2 days	$	164.11
11/20/2013	TBS	TR	Rental car and fuel for 2 days	$	169.17
11/6/2013	TBS	TR	Rental car for 3 days (pro rata)	$	180.55
10/31/2013	AXG	TR	Arrow Transportation Invoice #38691 - Car fare from EWR to residence	$	188.17
11/8/2013	TBS	ME	Working Dinner - TBS	$	52.46
11/8/2013	TBS	LO	Lodging - 1 night - Detroit, MI	$	193.20
11/14/2013	AXG	TR	Arrow Transportation Invoice #38757: Car fare from EWR to residence for AXG	$	198.11

11/12/2013	AXG	TR	Arrow Transportation Invoice #38757 : Car fare from residence to EWR for AXG	$	202.06
10/28/2013	AXG	TR	Arrow Transportation Invoice #38626 - Car fare from residence to EWR	$	216.86
11/19/2013	TBS	AF	Airfare - one way from ORD to DTW	$	244.90
11/12/2013	TBS	AF	Coach Airfare - from DTW to ORD - One Way	$	244.90
11/11/2013	TBS	AF	Coach Airfare - from ORD to DTW - One Way	$	249.90
11/22/2013	MJW	M	Mileage - Chicago to Client, Client to Hotel x2, Hotel to Client x2, Client to Hotel	$	340.13
11/7/2013	TBS	AF	Coach Airfare - from ORD to DTW - One Way	$	358.90
11/7/2013	MJW	LO	Lodging - 2 nights - Ann Arbor, MI	$	375.18
11/22/2013	MJW	LO	Lodging - 2 nights - Ann Arbor, MI	$	375.18
11/14/2013	AXG	LO	Lodging - 2 nights - Ann Arbor, MI	$	391.44
11/11/2013	MJW	M	Mileage - Chicago to Client, Client to Hotel x3, Hotel to Client x3, Client to Hotel	$	424.88
11/11/2013	MJW	M	Mileage - Chicago to Client, Client to Hotel x3, Hotel to Client x3, Client to Hotel	$	424.88
11/14/2013	MJW	LO	Lodging - 3 nights - Ann Arbor, MI	$	562.77
11/21/2013	AXG	LO	Lodging - 3 nights - Ann Arbor, MI	$	589.92
11/21/2013	AXG	TR	Rental car for 10 days	$	655.88
11/21/2013	AXG	AF	Coach Airfare - DTW to EWR- One Way	$	714.90
11/18/2013	AXG	AF	Coach Airfare - EWR to DTW - One Way	$	714.90
11/12/2013	AXG	AF	Coach Airfare - EWR to DTW - Roundtrip	$	1,373.80
11/30/2013	CMD	OOP	Long distance phone calls, fax charges, local phone charges, other communications charges and related expenses for November	$	551.19
Total				**$**	**12,320.01**

CONWAY MACKENZIE

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NEW YORK, NEW YORK 10020
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November 11, 2013

Private and Confidential

Mr. Rolf Richter
President and CEO
Groeb Farms, Inc.
10464 Bryan Highway
Onsted, MI 49265

Re: Chapter 11 Services to Groeb Farms, Inc.

For post-petition services rendered from October 1, 2013 through October 31, 2013 pursuant to the Agreement dated July 26, 2013 between Conway MacKenzie New York, LLC and Groeb Farms, Inc as follows:

D. MacKenzie	18.1	hours @	$ 695.00	per hour	. . . .	$ 12,579.50
T. Stallkamp	179.0	hours @	$ 495.00	per hour	. . . .	88,605.00
A. Gupta	223.0	hours @	$ 375.00	per hour	. . . .	83,625.00
M. Wills	186.1	hours @	$ 335.00	per hour	. . . .	62,343.50
Paraprofessional	13.1	hours @	$ 135.00	per hour	. . . .	1,768.50
Fee Subtotal *(Detail attached as Exhibit A)*.						$ 248,921.50
Expenses *(Detail attached as Exhibit B)*.						30,181.06
Total Invoice Amount						$ 279,102.56
Interim Billed Amount *(80 % of total fees)*.						$ 199,137.20
Expenses *(Detail attached as Exhibit B)*.						30,181.06
Amount Due Upon Receipt						**$ 229,318.26**

PAYABLE UPON RECEIPT

WIRE TRANSFER INSTRUCTIONS
TO CONWAY MACKENZIE NEW YORK, LLC

Federal Tax ID: 26-0885702
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009
ABA Routing #072000096
(248) 644-2601

Conway MacKenzie New York, LLC
Account # 1852-78835-3

Exhibit A: Time Detail

Date	Initials	Activity Code	Description of Services	Hours
10/1/2013	AXG	Case Administration	Reviewing and analyzing the cash management motion and DIP/Cash Collateral motion	1.2
10/1/2013	AXG	Business Analysis	Performing inventory aging analysis	2.1
10/1/2013	AXG	Projections and Modeling	Preparing the professional fee expense forecast	0.6
10/1/2013	MJW	Meetings and Communications	Correspondence with T. Stallkamp (CM) regarding creditor listing and requiring validation of information as a result of discussion	2.0
10/1/2013	MJW	Data Analysis	Updating Top 20 creditor listing, updating unsecured creditor matrix including validating of contact, address and vendor type information; correspondence with T. Stallkamp (CM) regarding creditor listing	2.0
10/1/2013	TBS	Case Administration	Creditor list maintenance	1.5
10/1/2013	TBS	Meetings and Communications	Meetings with Counsel regarding petition documents	2.0
10/1/2013	TBS	Business Analysis	Activities related to First Day motions and Disclosure Statement	4.0
10/1/2013	TBS	Meetings and Communications	Meetings with Management regarding bankruptcy issues and communication strategies	4.0
10/2/2013	AXG	Data Analysis	Reviewing and analyzing schedules	3.3
10/2/2013	AXG	Business Operations	Updating the daily cash tracker	1.6
10/2/2013	AXG	Data Analysis	Preparing support schedules for the hearing	3.2
10/2/2013	MJW	Meetings and Communications	Meeting with R. Shepherd (GFI) regarding SOFA information and preparation, specifically insider exhibit	0.5
10/2/2013	MJW	Meetings and Communications	Correspondence with T. Dolcourt (Foley) regarding approved orders as a result of Thursday's hearing	1.0
10/2/2013	MJW	Meetings and Communications	Correspondence with T. Dolcourt (Foley) regarding retainer amount for Schedules (amount, purpose, etc.)	0.6
10/2/2013	MJW	Data Analysis	Preparation and review of preference payment schedule for SOFA	1.4
10/2/2013	MJW	Meetings and Communications	Correspondence with T. Dolcourt (Foley) regarding retainer amount for Schedules	0.5
10/2/2013	MJW	Meetings and Communications	Discussion with J. Irvin (GFI) & R. Shepard (GFI) regarding required data for priority wage schedules	1.5
10/2/2013	MJW	Data Analysis	Updating Top 20 creditor addresses / contact information	1.0
10/2/2013	MJW	Meetings and Communications	Discussion with T. Dolcourt (Foley) about classifications and amounts for the schedules	1.0
10/2/2013	MJW	Data Analysis	Updating bankruptcy schedules (Vehicles, AR, Contracts), updating SOFA, discussion with R. Shepard (GFI) about required data for schedules	2.0
10/2/2013	TBS	Meetings and Communications	Call with Management regarding First Day hearings	1.0
10/2/2013	TBS	Meetings and Communications	Calls with Counsel regarding First Day hearings	1.0
10/2/2013	TBS	Non-Working Travel	50% Travel time	2.0
10/2/2013	TBS	Case Administration	Creditor list maintenance	1.5

Date	Initials	Activity Code	Description of Services	Hours
10/2/2013	TBS	Business Analysis	Cash flow modeling and related analysis	1.5
10/3/2013	AXG	Data Analysis	Reviewing and analyzing schedules and SOFAs	3.3
10/3/2013	AXG	Business Operations	Performing inventory aging analysis on a stock keeping unit level	3.4
10/3/2013	AXG	Business Operations	Updating the daily cash tracker	1.6
10/3/2013	MJW	Data Analysis	Updating matrix and correspondence with L. Salas (KCC) regarding updates to creditor matrix	1.0
10/3/2013	MJW	Case Administration	Meeting with R. Shepherd (GFI) regarding SOFA information and preparation	1.5
10/3/2013	MJW	Meetings and Communications	Discussion with A. Gupta (CM) and T. Stallkamp (CM) regarding results of Thursday's hearing	1.0
10/3/2013	MJW	Data Analysis	Updating and reviewing information provided by R. Shepherd (GFI) for SOFAs	1.5
10/3/2013	MJW	Data Analysis	Updating schedules with priority wage data	1.4
10/3/2013	MJW	Data Analysis	Obtained and updated SOFA's with donation information received from R. Shepherd (GFI)	0.5
10/3/2013	MJW	Meetings and Communications	Correspondence with L. Salas (KCC) regarding updates to creditor matrix	0.5
10/3/2013	MJW	Case Administration	Reviewing Schedules with T Stallkamp (CM)	1.5
10/3/2013	MJW	Meetings and Communications	Correspondence with R. Shepherd (GFI) and J. Irvin (GFI) regarding questions generated from review of Schedules	1.0
10/3/2013	TBS	Non-Working Travel	Return trip from Detroit to Ann Arbor following first day hearings	1.0
10/3/2013	TBS	Meetings and Communications	Attendance at First Day hearing, including related side meetings and discussions with management and Counsel	4.0
10/3/2013	TBS	Meetings and Communications	Follow-up meetings following First Day hearings with Counsel and management	3.0
10/3/2013	TBS	Meetings and Communications	Meetings with management and counsel related to First Day hearing	4.0
10/3/2013	TBS	Meetings and Communications	Discussion with J. Irvin (GFI) regarding First Day hearing preparation	1.0
10/4/2013	AXG	Business Operations	Reconciling the payment register for September with advance requests for September	2.6
10/4/2013	AXG	Business Operations	Analyzing information on Peak Rock and sharing with management	0.6
10/4/2013	AXG	Data Analysis	Reviewing and analyzing the vendor management strategy, and advising management on the wage motion and shippers motion	2.2
10/4/2013	AXG	Non-Working Travel	50% of travel time from client site in Onsted, MI to residence on 10/04	1.5
10/4/2013	DSM	Meetings and Communications	Call T.Stallkamp (CM) regarding status, strategy; various Ch. 11 issues	0.3
10/4/2013	KMA	Case Administration	Setting up new matter and corresponding details	1.0
10/4/2013	MJW	Meetings and Communications	Correspondence with T. Dolcourt (Foley) and J. Morrow (KCC) regarding class action notifications	1.4
10/4/2013	MJW	Data Analysis	Gathering address information for priority wage data with R. Shepherd (GFI)	0.8
10/4/2013	TBS	Meetings and Communications	Meetings with Management regarding vendor and customer relations	3.0
10/4/2013	TBS	Data Analysis	Reviewed SOFA and Schedules data and responses	2.5

Date	Initials	Activity Code	Description of Services	Hours
10/4/2013	TBS	Case Administration	Creditor list maintenance	1.0
10/4/2013	TBS	Business Analysis	Cash flow modeling and analysis	1.5
10/6/2013	TBS	Meetings and Communications	Email correspondence related to vendor issues	0.4
10/7/2013	AXG	Data Analysis	Reviewing and analyzing the credit agreement to ensure compliance with reporting requirements	2.2
10/7/2013	AXG	Non-Working Travel	50% of travel time from residence to Onsted, MI	2.0
10/7/2013	AXG	Data Analysis	Calculating the rolling variance for covenant testing as required by the credit agreement.	1.6
10/7/2013	AXG	Data Analysis	Preparing budget vs. actual analysis for week ending 10/04	1.6
10/7/2013	AXG	Business Operations	Updating the disbursement schedule with advance requests that were made for 10/4 & 10/7	2.2
10/7/2013	KMA	Case Administration	Running reports; time and expense entry	1.1
10/7/2013	MJW	Data Analysis	Validating Addresses for SOFAs (Insiders)	0.5
10/7/2013	MJW	Meetings and Communications	Meeting with R. Shepherd (GFI) about data required for SOFAs and schedules	0.2
10/7/2013	MJW	Data Analysis	Preparation of SOFA; formatting data and validating balances.	2.0
10/7/2013	MJW	Meetings and Communications	Call with A. Tringale (GFI) regarding contracts for SOFA	0.5
10/7/2013	MJW	Meetings and Communications	Discussion with J. Addison (CM) regarding clarification required on SOALs	0.5
10/7/2013	MJW	Meetings and Communications	Correspondence with T. Dolcourt (Foley) regarding vehicles schedule on SOALs	0.3
10/7/2013	MJW	Meetings and Communications	Call with T. Dolcourt (Foley) and J. Simon (Foley) regarding 503b9	0.5
10/7/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) about contracts held by the Company	0.5
10/7/2013	MJW	Case Administration	Preparation of SOALs - Gathering Insurance Policies	0.5
10/7/2013	MJW	Case Administration	Discussion and review of SOFAs and Schedules with T. Stallkamp (CM)	1.0
10/7/2013	MJW	Non-Working Travel	Working Travel from Chicago to Onsted; Onsted to Chicago	4.0
10/7/2013	MJW	Data Analysis	Preparation of SOFA - Outstanding Suits	0.5
10/7/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) about outstanding SOFA questions	0.5
10/7/2013	MJW	Meetings and Communications	Meeting with R. Shepherd (GFI) about data required for SOFAs and schedules	0.2
10/7/2013	MJW	Meetings and Communications	Meeting with R. Shepherd (GFI) about data required for SOFAs and schedules	0.5
10/7/2013	TBS	Non-Working Travel	50% Travel time	3.0
10/7/2013	TBS	Data Analysis	Assisted and prepared Schedules and SOFA for reporting purposes	4.0
10/7/2013	TBS	Meetings and Communications	Meetings with Groeb Management regarding vendor status and payments	1.5
10/7/2013	TBS	Case Administration	Call with Foley regarding Conway retention and local rules requirements	0.5
10/7/2013	TBS	Meetings and Communications	Meetings with Groeb Management regarding case management and bankruptcy issues regarding operations	0.5
10/7/2013	TBS	Business Analysis	Cash flow projections	0.5

Date	Initials	Activity Code	Description of Services	Hours
10/8/2013	AXG	Business Operations	Mapping the actual payments to the funding request for week ending 10/04	1.1
10/8/2013	AXG	Data Analysis	Updating and finalizing the budget vs. actual analysis	0.9
10/8/2013	AXG	Data Analysis	Updating the 503(b)(9) motion by adding descriptions for payment request and total outstanding balance	3.1
10/8/2013	AXG	Case Administration	Following up and getting the statement of ownership signed and sent to counsel	0.2
10/8/2013	AXG	Business Operations	Researching the treatment for pre-petition liabilities for executory contracts that have been assumed	0.6
10/8/2013	DSM	Business Analysis	Reviewed document regarding cash flow and financing requirements; Call with T.Stallkamp (CM) regarding same; follow up	0.5
10/8/2013	MJW	Meetings and Communications	Meeting and follow-up with J. Irvin (GFI) about regarding note receivable held by insiders (officers)	0.5
10/8/2013	MJW	Meetings and Communications	Correspondence with R. Richter (GFI) and T. Stallkamp (CM) regarding list of parties financials were issued to and confidentiality agreement	0.5
10/8/2013	MJW	Data Analysis	Preparing / Formatting / Updating SOFA and SOALs based on changes and review	1.0
10/8/2013	MJW	Meetings and Communications	Correspondence with J. Morrow (KCC), R. Richter (GFI), and T. Stallkamp (CM) regarding class action notices	0.2
10/8/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) about outstanding SOFA / SOAL questions	0.5
10/8/2013	MJW	Meetings and Communications	Meeting with R. Shepherd (GFI) about outstanding SOFA / SOAL questions	0.5
10/8/2013	MJW	Data Analysis	Preparing / Formatting / Updating SOFA and SOALs based on changes / review	2.5
10/8/2013	TBS	Data Analysis	Assisted and prepared Schedules and SOFA for reporting purposes	4.0
10/8/2013	TBS	Business Analysis	Analysis of cash flow and vendor payments under DIP budget	1.5
10/8/2013	TBS	Case Administration	Actions required for retention motion including call with T. Dolcourt (Foley)	1.5
10/8/2013	TBS	Business Analysis	Analysis and actions required for shareholder ownership documents	0.6
10/8/2013	TBS	Data Analysis	Review of documentation for Schedules and SOFAs	2.0
10/8/2013	TBS	Meetings and Communications	Meetings with Groeb Management regarding outstanding contracts for assumptions or rejection	1.0
10/9/2013	AXG	Data Analysis	Reviewing and analyzing contracts for addition to the executory contracts schedule	3.9
10/9/2013	AXG	Board of Directors Matters	Participating in the Board Call regarding bankruptcy process issues	1.0
10/9/2013	AXG	Data Analysis	Making changes to the 503(b)(9) motion based on additional feedback regarding loss calculations	1.3
10/9/2013	AXG	Business Operations	Preparing the inventory analysis for finished goods	3.6
10/9/2013	AXG	Business Operations	Reconciling the balance between SOFA for brokers with the amount in the accounts payable aging	1.1
10/9/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) about outstanding SOFA / SOAL questions	0.5

Date	Initials	Activity Code	Description of Services	Hours
10/9/2013	MJW	Meetings and Communications	Meeting with R. Shepherd (GFI) about outstanding SOFA / SOAL questions	0.5
10/9/2013	MJW	Case Administration	Finalization of first draft of SOFA / SOALs and submission to T. Dolcourt (Foley)	1.3
10/9/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) about outstanding SOFA / SOAL questions and the nature of his review of the SOFA and SOALs	1.0
10/9/2013	MJW	Meetings and Communications	Detailed review of SOFAs with R. Shepherd (GFI)	1.0
10/9/2013	MJW	Meetings and Communications	Discussion with J. Addison (CM) regarding clarification required on SOALs	0.5
10/9/2013	MJW	Case Administration	Obtaining director termination dates from R. Shepherd (GFI)	0.3
10/9/2013	MJW	Meetings and Communications	Discussion with T. Dolcourt (Foley) on plans to SOFA / SOALs send to Kirkland	0.2
10/9/2013	MJW	Case Administration	Obtaining director termination dates from R. Shepherd (GFI)	0.3
10/9/2013	MJW	Case Administration	Obtaining insurance policies for SOALS from G. McMichael (GFI)	0.2
10/9/2013	MJW	Case Administration	Discussion and review of SOFAs and Schedules with T. Stallkamp (CM)	0.5
10/9/2013	MJW	Data Analysis	Adding additional contracts to SOALs	0.5
10/9/2013	MJW	Data Analysis	Obtaining additional other income and net sales information from R. Shepherd (GFI)	0.5
10/9/2013	MJW	Data Analysis	Adding additional other income and net sales information to SOFAs	0.5
10/9/2013	MJW	Data Analysis	Preparing insurance SOAL	0.8
10/9/2013	TBS	Board of Directors Matters	Attendance on Board status call	1.0
10/9/2013	TBS	Data Analysis	Actions required for Schedules and SOFAs, including addressing outstanding issues	0.5
10/9/2013	TBS	Business Analysis	Review of 503(b)(9) analysis and related comments on the same	0.5
10/9/2013	TBS	Business Analysis	Review of inventory analysis prepared by Conway MacKenzie	0.5
10/9/2013	TBS	Meetings and Communications	Actions related to vendor communication	0.8
10/9/2013	TBS	Data Analysis	Review of SOFAs and Schedules and related correspondence	2.5
10/9/2013	TBS	Case Administration	Activities related to Class Action list for service and distribution	2.0
10/9/2013	TBS	Board of Directors Matters	Groeb Board of Directors call	1.0
10/10/2013	AXG	Data Analysis	Discussing and analyzing the 503(b)(9) analysis with Groeb management	1.1
10/10/2013	AXG	Business Operations	Updating the model for inventory management based on management feedback	2.1
10/10/2013	AXG	Business Operations	Preparing the initial model for inventory management	3.1
10/10/2013	AXG	Business Operations	Following up and offering the company clarifications regarding the deliverables for the Trustee meeting on 10/15	0.4
10/10/2013	AXG	Business Operations	Updating the daily receipts funding request in the daily tracker	0.3

Date	Initials	Activity Code	Description of Services	Hours
10/10/2013	AXG	Non-Working Travel	50% of travel time from Onsted, MI to residence	2.0
10/10/2013	MJW	Meetings and Communications	Call with J. Irving (GFI) regarding advice on sellers note	0.5
10/10/2013	MJW	Meetings and Communications	Call / E-Mail Correspondence with R. Shepherd (GFI) & J. Irving (GFI) regarding Debtor Package preparation	1.0
10/10/2013	MJW	Meetings and Communications	Correspondence with J. Irving (GFI) regarding required changes need to Insurance Policies	0.5
10/10/2013	MJW	Data Analysis	Preparation of Contract Listing for SOAL G	1.0
10/10/2013	MJW	Meetings and Communications	Call / E-Mail Correspondence with T. Dolcourt (Foley) regarding Debtor Package / Insurance Policy changes	1.0
10/10/2013	MJW	Case Administration	Review, discussion and planning of action for Debtor Package with T. Stallkamp (CM)	1.0
10/10/2013	MJW	Data Analysis	Preparation of Debtor Package (Questionnaire and Planning for Monthly Operating Reports)	3.0
10/10/2013	TBS	Data Analysis	Review of SOFAs and Schedules and related correspondence	1.5
10/10/2013	TBS	Case Administration	Review and correspondence regarding U.S. Trustee reporting requirements	0.5
10/10/2013	TBS	Case Administration	Activities related to Class Action list for service and distribution	0.5
10/10/2013	TBS	Meetings and Communications	Correspondence with Alvarez and Marsal professionals	0.3
10/10/2013	TBS	Business Analysis	Vendor contract matrix activities	0.5
10/10/2013	TBS	Business Analysis	Vendor calls regarding Groeb bankruptcy	0.5
10/10/2013	TMD	Case Administration	Edit contact summary	0.5
10/11/2013	AXG	Business Operations	Updating the procurement analysis and tracker of honey purchases	2.2
10/11/2013	AXG	Meetings and Communications	Participating and contributing to the procurement team call	1.7
10/11/2013	AXG	Business Operations	Preparing the initial analysis for preference claims and discussing the alternate approaches for the analysis	1.4
10/11/2013	MJW	Meetings and Communications	Call / E-Mail Correspondence with R. Shepherd (GFI) regarding Debtor Package preparation	0.5
10/11/2013	MJW	Meetings and Communications	Call / E-Mail Correspondence with R. Shepherd (GFI) regarding Debtor Package preparation	0.5
10/11/2013	MJW	Case Administration	Preparation of Debtor Package (Questionnaire and Planning for Monthly Operating Reports)	1.0
10/11/2013	TBS	Case Administration	Conway MacKenzie retention application actions and correspondence	1.0
10/11/2013	TBS	Meetings and Communications	Calls and correspondence regarding vendor strategies	0.5
10/14/2013	AXG	Business Operations	Running the daily procurement call for inventory planning and purchases	1.5
10/14/2013	AXG	Business Operations	Preparing for the daily procurement call	0.2
10/14/2013	AXG	Non-Working Travel	50% of travel time from residence to Onsted, MI	2.0
10/14/2013	AXG	Data Analysis	Assisting in obtaining information for updating the schedules & SOFAs	1.1
10/14/2013	AXG	Business Analysis	Preparing the budget to actual analysis for week ending 10/11/2013	2.1

Date	Initials	Activity Code	Description of Services	Hours
10/14/2013	AXG	Case Administration	Clarifying the requirements for the meeting with the US Trustee on 10/15 and assisting in the preparation of support documents	2.2
10/14/2013	AXG	Business Operations	Updating and preparing the daily inventory tracker based on call with the procurement team	1.6
10/14/2013	KMA	Case Administration	Time and expense reporting and review	1.5
10/14/2013	MJW	Meetings and Communications	Meeting with J. Irvin (GFI) pertaining to information for the SOFAs and Schedules	0.5
10/14/2013	MJW	Meetings and Communications	Meeting with R. Shepherd (GFI) pertaining to information for the SOFAs and Schedules	0.5
10/14/2013	MJW	Data Analysis	Preparation and editing of SOFAs and Schedules	3.0
10/14/2013	MJW	Non-Working Travel	Working Travel from Chicago to Onsted; Onsted to Chicago.	4.0
10/14/2013	MJW	Case Administration	Discussion and review of SOFAs and Schedules with T. Stallkamp (CM)	1.0
10/14/2013	TBS	Non-Working Travel	50% Travel time	2.0
10/14/2013	TBS	Data Analysis	Review of SOFA and Schedules and related updates	4.0
10/15/2013	AXG	Business Operations	Updating and preparing the daily inventory tracker based on call with the procurement team	1.6
10/15/2013	AXG	Business Analysis	Finalizing the budget vs. actual analysis for week ending 10/11/2013	0.5
10/15/2013	AXG	Data Analysis	Mapping the actual payments to the funding request for week ending 10/11	2.2
10/15/2013	AXG	Business Operations	Running the daily procurement call for inventory planning and purchases	1.2
10/15/2013	AXG	Data Analysis	Coordinating for signature pages to the SOFAs and Schedules	1.1
10/15/2013	AXG	Business Operations	Updating the daily cash tracker with advance requests and receipts.	1.1
10/15/2013	AXG	Data Analysis	Reviewing, analyzing and discussing the approach for preference payment calculations with GFI and counsel	1.3
10/15/2013	AXG	Case Administration	Preparing the format for transmitting information to finance for the procurement team requests for payments.	1.2
10/15/2013	KMA	Case Administration	Time and expense reporting and review	1.0
10/15/2013	MJW	Data Analysis	Preparation and editing of SOFAs and Schedules	4.0
10/15/2013	MJW	Data Analysis	Making edits to SOFAs and Schedules based on meeting with T. Dolcourt (Foley)	2.5
10/15/2013	MJW	Meetings and Communications	Meeting with T. Dolcourt (Foley) regarding SOFA and Schedules	0.5
10/15/2013	MJW	Meetings and Communications	Meeting with J. Simon (Foley) and T. Dolcourt (Foley) in preparation for US Trustee meeting	1.5
10/15/2013	MJW	Meetings and Communications	Meeting with US Trustee	1.5
10/15/2013	TBS	Meetings and Communications	Meetings and preparation in advance of meeting with U.S. Trustee	4.0
10/15/2013	TBS	Meetings and Communications	U.S. Trustee meeting (Detroit, MI) including related travel time and discussions	4.0
10/15/2013	TBS	Meetings and Communications	Meetings at Foley to discuss and review SOFAs and Schedules	2.5
10/15/2013	TBS	Meetings and Communications	Calls to discuss finalization of SOFA and Schedules	2.0

Date	Initials	Activity Code	Description of Services	Hours
10/15/2013	TBS	Data Analysis	Review of documentation for Schedules and SOFAs	2.0
10/16/2013	AXG	Business Operations	Updating the key vendor analysis with description and notes regarding each of them with inputs from J.Wolf (GFI)	2.2
10/16/2013	AXG	Projections and Modeling	Preparing the skeleton of the revised 13 week DIP budget	3.3
10/16/2013	AXG	Business Operations	Preparing the key vendor analysis for discussion regarding strategy	3.6
10/16/2013	AXG	Business Operations	Updating and preparing the daily inventory tracker based on call with the procurement team	1.6
10/16/2013	AXG	Business Operations	Strategizing the development of processes to stream line the procurement function to ensure that the right mix of RM is maintained.	0.8
10/16/2013	AXG	Data Analysis	Reconciling the operating account, payments made and funding requests for post petition period	3.7
10/16/2013	AXG	Business Operations	Running the daily procurement call for inventory planning and purchases	1.4
10/16/2013	MJW	Data Analysis	Broker / Buying Group Analysis for Motion	3.0
10/16/2013	MJW	Meetings and Communications	Call with M. Modjeski (GFI) to obtain information for Broker / Buying Group analysis.	1.0
10/16/2013	MJW	Meetings and Communications	Call with T. Dolcourt (Foley) regarding SOFA and Schedules	0.5
10/16/2013	MJW	Meetings and Communications	Call with T. Dolcourt (Foley) regarding Broker and Buying Group	0.5
10/16/2013	MJW	Meetings and Communications	Call with C. Moore (GFI) to obtain information for Broker / Buying Group analysis.	1.0
10/16/2013	MJW	Meetings and Communications	Call with L. Salas (KCC) regarding list of parties noticed for the schedules and SOFAS	0.5
10/16/2013	MJW	Data Analysis	Revision of Broker / Buying Group Analysis for Motion based on discussions with J. Irvin (GFI) and T. Dolcourt (Foley); breaking out convenience class	2.0
10/16/2013	MJW	Meetings and Communications	Discussion with R. Richter (GFI) and J. Irvin (GFI) to obtain information for Broker / Buying Group analysis.	1.0
10/17/2013	AXG	Business Analysis	Updating the budget vs. actual analysis through 10/17 and calculating the variances	1.1
10/17/2013	AXG	Business Operations	Running the daily procurement call for inventory planning and purchases	1.4
10/17/2013	AXG	Business Operations	Finalizing the key vendor analysis	1.3
10/17/2013	AXG	Meetings and Communications	Attending and contributing to the key vendor analysis call with management, counsel and advisors	1.0
10/17/2013	AXG	Projections and Modeling	Reviewing, analyzing and updating the 13 week DIP budget	2.2
10/17/2013	AXG	Non-Working Travel	50% of travel time from residence to Onsted, MI	2.0
10/17/2013	AXG	Business Operations	Updating and preparing the daily inventory tracker based on call with the procurement team	1.6
10/17/2013	AXG	Projections and Modeling	Preparing the updated 13 week DIP budget	3.3
10/17/2013	MJW	Data Analysis	Broker / Buying Group Analysis for Motion	3.0
10/17/2013	MJW	Data Analysis	Notification of parties analysis as a result of KCC notices and call with L. Salas (KCC).	3.0

Date	Initials	Activity Code	Description of Services	Hours
10/17/2013	MJW	Meetings and Communications	Meeting with R. Shepherd (GFI) to obtain and validate data for additional party notices	0.5
10/17/2013	MJW	Meetings and Communications	Call with Foley, Houlihan Lokey, Conway MacKenzie, and Groeb management regarding critical vendor motion	1.2
10/17/2013	MJW	Meetings and Communications	Discussion with T. Dolcourt (Foley) regarding proposed changes to the submitted schedules	0.5
10/17/2013	MJW	Meetings and Communications	Discussion with T. Dolcourt (Foley) regarding noticing certain parties (class action, former employees threatening litigation, etc.)	0.5
10/17/2013	TBS	Meetings and Communications	Various meetings with Management regarding operations and vendor and customer support	4.0
10/17/2013	TBS	Data Analysis	Preference analysis on prior vendor payments	2.5
10/17/2013	TBS	Meetings and Communications	Call with Estes Forwarding legal counsel (vendor) regarding invoice payment	0.5
10/17/2013	TBS	Meetings and Communications	Call with Sarah Impex (vendor) regarding 503b(9) claims	0.5
10/17/2013	TBS	Business Analysis	Analysis and review of updated DIP budget	2.0
10/17/2013	TBS	Meetings and Communications	Responses to Glass Ratner data request, including related correspondence	1.0
10/17/2013	TBS	Meetings and Communications	Call with M. Levee (Glass Ratner) regarding Creditor Committee requests	0.3
10/17/2013	TBS	Meetings and Communications	Discussions with R.Richter (GFI) regarding Peak Rock visit	0.5
10/18/2013	AXG	Business Operations	Updating and preparing the daily inventory tracker based on call with the procurement team	1.6
10/18/2013	AXG	Case Administration	Internal update call to discuss open items	0.7
10/18/2013	AXG	Business Operations	Running the daily procurement call for inventory planning and purchases	1.4
10/18/2013	AXG	Projections and Modeling	Preparing the comparison between the prior version of the budget and the current version	1.2
10/18/2013	DSM	Meetings and Communications	Status Call and follow up with A.Gupta (CM)	0.5
10/18/2013	MJW	Case Administration	Obtaining lease and providing related information to T. Dolcourt (Foley)	1.0
10/18/2013	MJW	Case Administration	Providing Schedules and SOFAs to T. Stallkamp (CM) for Unsecured Creditors Committee	0.2
10/18/2013	MJW	Meetings and Communications	Call with T. Stallkamp (CM) regarding submission date / changes to Broker / Buying Group Analysis	0.5
10/18/2013	MJW	Data Analysis	Making edits to SOFAs and Schedules based on meeting with T. Dolcourt (Foley)	2.0
10/18/2013	MJW	Meetings and Communications	Status update call with T. Stallkamp (CM), D. MacKenzie (CM), and A.Gupta (CM).	1.0
10/18/2013	TBS	Business Analysis	Review of preference analysis	0.5
10/18/2013	TBS	Board of Directors Matters	Board of Directors call and related activities regarding bankruptcy process issues	1.5
10/18/2013	TBS	Meetings and Communications	Call with T.Dolcourt (Foley) regarding various case issues	0.5
10/18/2013	TBS	Meetings and Communications	Review of Broker and Buying Group motion and related discussions	2.0
10/18/2013	TBS	Meetings and Communications	Call with J.Pinder (Foley) to discuss Ordinary Course Professional motion	0.4

Date	Initials	Activity Code	Description of Services	Hours
10/18/2013	TBS	Meetings and Communications	Internal working group call to discuss case issues	0.7
10/18/2013	TBS	Data Analysis	DIP budget analysis	2.0
10/18/2013	TBS	Meetings and Communications	Operational call with Peak Rock	0.5
10/19/2013	TBS	Meetings and Communications	Response to Glass Ratner Unsecured Creditors Committee requests	0.5
10/20/2013	TBS	Meetings and Communications	Review and related analysis for Unsecured Creditors Committee requests	0.6
10/21/2013	AXG	Data Analysis	Preparing the budget to actual analysis for week ending 10/18/2013	2.1
10/21/2013	AXG	Meetings and Communications	Call with Foley clarifying regarding preference claim calculation methodology	0.9
10/21/2013	AXG	Business Operations	Updating and preparing the daily inventory tracker based on call with the procurement team	1.6
10/21/2013	AXG	Business Operations	Updating the payment request for week ending 10/18 in the daily tracker	1.1
10/21/2013	AXG	Non-Working Travel	50% of travel time from residence to Onsted, MI	2.0
10/21/2013	AXG	Case Administration	Responding to Unsecured Creditors Committee questions regarding payroll calculation	0.3
10/21/2013	AXG	Meetings and Communications	Participating on call with Unsecured Creditors Committee financial advisors	1.0
10/21/2013	AXG	Business Analysis	Preparing for the budget review with management	1.4
10/21/2013	AXG	Business Analysis	Call to review the revised budget with lender	0.5
10/21/2013	AXG	Business Operations	Preparing for the daily procurement call	0.2
10/21/2013	AXG	Business Operations	Running the daily procurement call for inventory planning and purchases	1.0
10/21/2013	KMA	Case Administration	Time and expense reporting and review	2.0
10/21/2013	MJW	Data Analysis	Obtaining, analyzing, formatting remaining contractual lease payments schedule	1.0
10/21/2013	MJW	Data Analysis	Making edits to Broker / Buying Group Analysis for Motion based on call with T. Dolcourt (Foley)	2.5
10/21/2013	MJW	Meetings and Communications	Discussion / correspondence with R. Shepherd (GFI) about remaining contractual lease payments	0.3
10/21/2013	MJW	Non-Working Travel	Working Travel from Chicago to Onsted; Onsted to Chicago.	4.0
10/21/2013	MJW	Data Analysis	Compilation and update of amended SOFA / SOALs	2.0
10/21/2013	MJW	Meetings and Communications	Preference Payment Analysis discussion with A. Gupta (CM), J. Simon (Foley), and R. Shepherd (GFI)	0.6
10/21/2013	MJW	Data Analysis	Update of Schedule F	0.5
10/21/2013	MJW	Data Analysis	Update of BWAY Address to KCC and Schedules	0.1
10/21/2013	MJW	Meetings and Communications	Discussion / request for additional information for preference payment analysis with R. Shepherd (GFI)	0.5
10/21/2013	MJW	Data Analysis	Preference Payment Analysis	2.5
10/21/2013	TBS	Meetings and Communications	Response and correspondence related to GlassRatner documentation requests	0.5
10/21/2013	TBS	Meetings and Communications	Various calls with A.Gupta, M.Wills (CM), and Groeb management regarding cash flow, operations, and bankruptcy issues	1.5
10/21/2013	TBS	Meetings and Communications	Call with GlassRatner regarding Unsecured Creditors Committee financial requests	0.8

Date	Initials	Activity Code	Description of Services	Hours
10/21/2013	TBS	Meetings and Communications	Call with J.Simon (Foley) regarding preference analysis	0.5
10/21/2013	TBS	Meetings and Communications	Call with Peak Rock team regarding DIP model questions	0.5
10/22/2013	AXG	Business Operations	Following up to obtain the Citrofrut contract	0.4
10/22/2013	AXG	Data Analysis	Working on the preference calculation methodology	1.1
10/22/2013	AXG	Business Operations	Updating and preparing the daily inventory tracker based on call with the procurement team	1.6
10/22/2013	AXG	Business Operations	Calculating the material cost per pound in the disclosure statement	0.6
10/22/2013	AXG	Business Operations	Running the daily procurement call for inventory planning and purchases	1.0
10/22/2013	AXG	Business Analysis	Calculating the implied enterprise value for the Company	0.9
10/22/2013	AXG	Data Analysis	Mapping the disbursements to funding requests	1.1
10/22/2013	AXG	Projections and Modeling	Preparing comparisons between budgets and their graphical presentation	0.9
10/22/2013	AXG	Projections and Modeling	Preparing the 26 week DIP budget	3.3
10/22/2013	AXG	Projections and Modeling	Reviewing the 26 week budget with management	1.3
10/22/2013	AXG	Business Operations	Discussing and analyzing the inventory change based on the higher purchase price per pound of honey with J. Irvin (GFI) and T. Stallkamp (CM)	0.3
10/22/2013	DSM	Meetings and Communications	Groeb Update Call	1.0
10/22/2013	MJW	Case Administration	Collection of materials for Unsecured Creditor Committee	1.5
10/22/2013	MJW	Meetings and Communications	Discussion of Preference Analysis Assumptions with T. Stallkamp (CM)	0.3
10/22/2013	MJW	Data Analysis	Performance / information gathering for Preference Payment Analysis	4.0
10/22/2013	MJW	Data Analysis	Compilation and update of Amended SOFA / SOALs	1.0
10/22/2013	TBS	Meetings and Communications	Working group update call and related follow-up discussions	1.5
10/22/2013	TBS	Data Analysis	Review of creditors added to creditor matrix and related discussions	1.5
10/22/2013	TBS	Meetings and Communications	Meeting with management to review broker and buying group motion	0.5
10/22/2013	TBS	Business Analysis	Review and comments related to DIP compliance reporting	0.3
10/22/2013	TBS	Business Analysis	Analysis related to preference claims	4.0
10/22/2013	TBS	Meetings and Communications	Meeting with R. Richter (GFI) regarding scheduled Peak Rock meeting and preparation	0.3
10/22/2013	TBS	Business Analysis	Review of 503(b)(9) analysis and updates for motion	2.5
10/22/2013	TBS	Meetings and Communications	Various correspondence related to GlassRatner requests	1.0
10/22/2013	TBS	Meetings and Communications	Various meetings and discussions with management regarding bankruptcy issues and vendor relations	2.5
10/22/2013	TBS	Business Analysis	Review and analysis of various vendor contracts	2.0
10/23/2013	AXG	Business Operations	Preparing the framework for the larger deals and inventory roll forward for them	2.8

Date	Initials	Activity Code	Description of Services	Hours
10/23/2013	AXG	Case Administration	Coordinating on information in preparation of the utility motion	0.3
10/23/2013	AXG	Business Analysis	Preparing a comparison of historical purchase price per pound from vendors and the current pricing environment	1.1
10/23/2013	AXG	Business Operations	Discussing communication strategy on financial aspects of business to lenders	1.2
10/23/2013	AXG	Projections and Modeling	Reviewing the 26 week budget with management	1.1
10/23/2013	AXG	Business Operations	Preparing a memo regarding the operational and financial challenges faced by the Company	1.3
10/23/2013	AXG	Business Analysis	Reviewing and analyzing the preference claim analysis	1.1
10/23/2013	AXG	Business Operations	Updating and preparing the daily inventory tracker based on call with the procurement team	1.1
10/23/2013	AXG	Business Operations	Running the daily procurement call for inventory planning and purchases	0.7
10/23/2013	MJW	Meetings and Communications	Discussion / meeting with T. Stallkamp (CM) regarding Preference Analysis	0.3
10/23/2013	MJW	Data Analysis	Changes to Preference Analysis based on comments from R. Sandahl (Houlihan Lokey) and A. Turnbull (Houlihan Lokey)	0.5
10/23/2013	MJW	Meetings and Communications	Discussion / call with T . Dolcourt (Foley) related to Broker / Buying Group Motion	0.5
10/23/2013	MJW	Data Analysis	Preference Payment Analysis	4.0
10/23/2013	MJW	Data Analysis	Making edits to Broker / Buying Group Analysis for Motion document	3.0
10/23/2013	MJW	Data Analysis	Updates to Preference Analysis	2.5
10/23/2013	MJW	Meetings and Communications	Call with R. Sandahl (Houlihan Lokey) related to preference analysis	0.3
10/23/2013	TBS	Meetings and Communications	Call with Unsecured Creditors Committee professionals regarding 503(b)(9) analysis	0.4
10/23/2013	TBS	Meetings and Communications	Various calls with A.Gupta, M.Wills (CM), and Groeb management regarding cash flow, operations, and bankruptcy issues	2.0
10/23/2013	TBS	Meetings and Communications	Various correspondence regarding vendor and bankruptcy issues	1.5
10/23/2013	TBS	Meetings and Communications	Meeting with A.Gupta and M.Wills to cover open bankruptcy issues	1.0
10/24/2013	AXG	Meetings and Communications	Call for update on Groeb and outstanding items with management and Foley	0.8
10/24/2013	AXG	Business Operations	Attending the call for inventory receipts during the near term	0.2
10/24/2013	AXG	Business Operations	Researching the Citrofrut outstanding balance reconciliation	0.3
10/24/2013	AXG	Case Administration	Reviewing and analyzing the preference claim analysis	0.7
10/24/2013	AXG	Business Analysis	Reviewing and analyzing the monthly inventory roll forward with J.Wolf (GFI)	1.8
10/24/2013	AXG	Data Analysis	Mapping payments to funding requests along with wire/check details	3.2
10/24/2013	AXG	Business Operations	Discussing operating account functioning with lenders	0.3

Date	Initials	Activity Code	Description of Services	Hours
10/24/2013	AXG	Business Operations	Reviewing and discussing approach for critical vendors and the ability to assume or reject contracts	0.9
10/24/2013	AXG	Data Analysis	Preparing the analysis for financial advisors to use in the Unsecured Creditor Committee meeting	1.1
10/24/2013	AXG	Business Analysis	Analyzing the sales price information for the 3rd quarter in 2013	1.6
10/24/2013	AXG	Case Administration	Responding to Unsecured Creditors Committee questions regarding payroll forecasting and bank fees calculation	0.5
10/24/2013	AXG	Business Operations	Running the daily procurement call for inventory planning and purchases	0.8
10/24/2013	AXG	Business Operations	Discussing and analyzing the procurement process and issues with Company	1.0
10/24/2013	AXG	Board of Directors Matters	Attending Board Call regarding bankruptcy process issues	1.0
10/24/2013	AXG	Non-Working Travel	50% of travel time from Onsted, MI to residence	2.0
10/24/2013	AXG	Business Operations	Making changes to the daily inventory tracker	0.8
10/24/2013	AXG	Data Analysis	Researching the total unsecured claims to identify those in addition to the trade unsecured claims	0.3
10/24/2013	DSM	Meetings and Communications	Conference Call with T. Stallkamp and A.Gupta (CM) in preparation for meeting with Unsecured Creditors Committee.	1.0
10/24/2013	MJW	Meetings and Communications	Status updated call with T. Stallkamp (CM), D. MacKenzie (CM), and A. Gupta (CM)	0.7
10/24/2013	MJW	Meetings and Communications	Discussion / meeting with T. Stallkamp (CM) regarding Preference Analysis	0.3
10/24/2013	MJW	Case Administration	Review of Key Operating Issues distributed by A. Gupta (CM)	0.2
10/24/2013	MJW	Data Analysis	Updates to Preference Analysis	2.2
10/24/2013	MJW	Data Analysis	Performing Preference Payment Analysis	4.0
10/24/2013	MJW	Data Analysis	Review of Procurement Analysis	0.5
10/24/2013	MJW	Meetings and Communications	Discussion / meeting with A. Gupta (CM) regarding Preference Analysis	0.5
10/24/2013	MJW	Meetings and Communications	Discussion / meeting with R. Shepherd (GFI) regarding Preference Analysis	0.5
10/24/2013	TBS	Meetings and Communications	Preparation for utilities hearing and other bankruptcy issues at Foley offices	1.5
10/24/2013	TBS	Meetings and Communications	Attendance at utilities hearing	2.0
10/24/2013	TBS	Meetings and Communications	Follow-up meeting on various bankruptcy issues at Foley offices	1.5
10/24/2013	TBS	Meetings and Communications	Various document responses to GlassRatner	0.5
10/24/2013	TBS	Non-Working Travel	50% Travel time from client	2.0
10/24/2013	TBS	Business Analysis	Review and analysis of preference claims and claims class distribution	2.5
10/25/2013	DSM	Business Analysis	Reviewed financial, other info regarding upcoming meeting with Unsecured Creditors Committee; related matters; call with T. Stallkamp (CM)	0.8
10/25/2013	DSM	Meetings and Communications	Conference call with J.O'Neill (Foley), R.Richter (GFI) regarding current operational state of business, vendor base; preparation for meeting with Unsecured Creditors Committee	0.5

Date	Initials	Activity Code	Description of Services	Hours
10/25/2013	DSM	Meetings and Communications	Call with T. Stallkamp (CM) regarding status, strategy; preparation for upcoming meeting with Unsecured Creditors Committee; Call with A.Turnbull (Houlihan Lokey) regarding same	0.5
10/25/2013	MJW	Meetings and Communications	Clarification on Schedule F additions, Schedule F, noticing schedule / creditor matrix with L. Salas (KCC)	0.5
10/25/2013	MJW	Data Analysis	Update of Schedule F additions, Schedule F, noticing schedule / creditor matrix	3.0
10/25/2013	MJW	Meetings and Communications	Clarification on Schedule F additions, Schedule F, noticing schedule / creditor matrix with K. Northcutt (Foley) and T. Dolcourt (Foley)	0.5
10/25/2013	MJW	Meetings and Communications	Discussion / correspondence with K. Northcutt (Foley) and T. Dolcourt (Foley) regarding notices and amended schedules	0.5
10/25/2013	MJW	Meetings and Communications	Discussion related to Preference Payment Analysis with T. Stallkamp (CM)	1.0
10/25/2013	MJW	Data Analysis	Performing Preference Payment Analysis	3.0
10/25/2013	MJW	Meetings and Communications	Discussion / correspondence with L. Salas (KCC) regarding notices and amended schedules	0.5
10/25/2013	MJW	Meetings and Communications	Status update with T. Stallkamp (CM)	0.5
10/25/2013	MJW	Data Analysis	Schedule F to Trade AP reconciliation	0.3
10/25/2013	TBS	Meetings and Communications	Call with Foley and Groeb management review documents and preparation for 341 creditor meeting	0.5
10/25/2013	TBS	Business Analysis	Meetings and analysis related to finalizing preference analysis	1.5
10/25/2013	TBS	Meetings and Communications	Call with GlassRatner and related correspondence regarding open requests	0.8
10/26/2013	DSM	Business Analysis	Reviewed financial, other information regarding proposed settlement of claims	1.5
10/26/2013	TBS	Meetings and Communications	Correspondence related to claims analysis for GlassRatner	0.7
10/27/2013	AXG	Projections and Modeling	Preparing the revised budget	3.3
10/27/2013	AXG	Meetings and Communications	Attending call with legal and financial advisors to prepare for the meeting with Unsecured Creditors Committee next week	0.5
10/27/2013	DSM	Business Analysis	Reviewed financial, other information; preparation for meeting with Unsecured Creditors Committee	1.0
10/27/2013	DSM	Meetings and Communications	Status, strategy; conference call with Foley, Management, Houlihan Lokey, CM	0.5
10/27/2013	TBS	Meetings and Communications	Call with working group to discuss Unsecured Creditors Committee professional meeting	0.5
10/27/2013	TBS	Meetings and Communications	Email correspondence related to 341 meeting preparation	0.2
10/28/2013	AXG	Projections and Modeling	Coordinating for professional fee estimates from professionals for budgeting purposes	0.4
10/28/2013	AXG	Projections and Modeling	Preparing the professional fee estimate schedule for professionals	0.5
10/28/2013	AXG	Projections and Modeling	Reviewing and analyzing the budget with management	1.1

Date	Initials	Activity Code	Description of Services	Hours
10/28/2013	AXG	Projections and Modeling	Preparing the revised budget draft for discussion with management	2.0
10/28/2013	AXG	Case Administration	Coordinating on utility deposit account opening	0.2
10/28/2013	AXG	Business Operations	Mapping disbursements to funding requests	1.3
10/28/2013	AXG	Non-Working Travel	50% of travel time from residence to Onsted, MI	2.0
10/28/2013	AXG	Case Administration	Participating on call with J. Irvin (GFI), Foley, and T. Stallkamp (CM) for 341 meeting on 10/29	0.6
10/28/2013	AXG	Projections and Modeling	Creating scenario analysis in the budget	2.1
10/28/2013	AXG	Projections and Modeling	Preparing changes to the budget based on management feedback	3.3
10/28/2013	AXG	Business Operations	Updating the payment request for week ending 10/25 in the daily tracker	0.8
10/28/2013	AXG	Data Analysis	Preparing the budget to actual analysis for week ending 10/25/2013	1.2
10/28/2013	DSM	Meetings and Communications	Calls with Foley regarding financial analysis, alternatives for Unsecured Creditors Committee, other matters	0.5
10/28/2013	KMA	Case Administration	Time and expense reporting and review	2.0
10/28/2013	MJW	Data Analysis	Update of DIP Budget	1.0
10/28/2013	MJW	Meetings and Communications	Correspondence with T. Stallkamp (GFI) relating to the Broker / Buying Group motion	0.1
10/28/2013	MJW	Meetings and Communications	341 Meeting Prep Call with J. Simon (Foley) and B. Walkowiak (Foley)	0.5
10/28/2013	MJW	Meetings and Communications	Discussion / Coordination with L. Salas (KCC) regarding Schedule F updates / entry	1.5
10/28/2013	MJW	Non-Working Travel	Working Travel from Chicago to Onsted; Onsted to Chicago.	4.0
10/28/2013	MJW	Meetings and Communications	Discussion of DIP Budget with J. Irvin (GFI) and R. Shepherd (GFI)	1.5
10/28/2013	MJW	Meetings and Communications	Discussion of DIP Budget with R. Richter (GFI)	0.5
10/28/2013	TBS	Meetings and Communications	Various calls with A. Gupta (CM) and J. Irvin (GFI) regarding bankruptcy and cash flow modeling	1.0
10/28/2013	TBS	Meetings and Communications	Various email correspondence regarding bankruptcy issues	0.5
10/28/2013	TBS	Business Analysis	Review of DIP cash flow budget and assumptions	0.7
10/28/2013	TBS	Case Administration	Document review prior to 341 meeting	2.0
10/29/2013	AXG	Case Administration	Preparation of the 341 meeting	3.5
10/29/2013	AXG	Projections and Modeling	Finalizing the revised budget for circulation to the lender	2.2
10/29/2013	AXG	Business Analysis	Discussing and analyzing the outcome of the creditors committee meeting with J. Irvin (GFI) and T. Stallkamp (CM)	0.6
10/29/2013	AXG	Meetings and Communications	Clarifying to Houlihan Lokey the unpaid disbursements in the budget	0.4
10/29/2013	AXG	Business Analysis	Discussing and analyzing the increased purchase price of input affecting operations at Groeb with management	0.4
10/29/2013	AXG	Business Analysis	Reviewing and analyzing the 13 week budget in preparation of the unsecured creditors committee meeting	0.4

Date	Initials	Activity Code	Description of Services	Hours
10/29/2013	AXG	Meetings and Communications	Attending the 341 meeting	0.4
10/29/2013	AXG	Data Analysis	Finalizing the budget to actual analysis for week ending 10/25/2013	1.1
10/29/2013	DSM	Business Analysis	Reviewed financial, other info in prep for meeting with Unsecured Creditors Committee, et al	3.0
10/29/2013	DSM	Meetings and Communications	Meeting with Creditors Committee representatives, Foley, Management, Houlihan Lokey, CM	4.5
10/29/2013	DSM	Meetings and Communications	Call with J.O'Neill (Foley) regarding results of meeting with Unsecured Creditors Committee, Peak Rock, Houlihan Lokey, CM, GlassRatner; follow up with T.Stallkamp (CM) regarding same	0.5
10/29/2013	KMA	Case Administration	Time and expense reporting and review	3.0
10/29/2013	MJW	Meetings and Communications	Call and follow-up with L. Salas (KCC) about Schedule D, and Schedule F	0.7
10/29/2013	MJW	Meetings and Communications	Call with R. Richter (GFI) about DIP Budget	0.3
10/29/2013	MJW	Case Administration	Research related to lease rejection payments to lessors and landlords	0.5
10/29/2013	MJW	Meetings and Communications	341 Hearing	1.0
10/29/2013	MJW	Meetings and Communications	341 Prep Meeting with J. Simon (Foley), B. Walkowiak (Foley) and J. Irvin (GFI)	3.0
10/29/2013	MJW	Meetings and Communications	Follow up with Foley regarding 341 Hearing	2.0
10/29/2013	MJW	Meetings and Communications	Meeting with T. Dolcourt (Foley) related to lease rejection	1.0
10/29/2013	MJW	Meetings and Communications	Call with J. Irvin (GFI) and R. Richter (GFI) regarding notes and outcome of the 341 Meeting and the Creditors Committee Meetings	0.7
10/29/2013	TBS	Meetings and Communications	Prep meeting at Foley prior to 341 hearing	4.0
10/29/2013	TBS	Business Analysis	Lease rejection analysis and meeting with T.Dolcourt (Foley) to review process	1.0
10/29/2013	TBS	Meetings and Communications	Attendance at 341 hearing	0.5
10/29/2013	TBS	Meetings and Communications	Various vendor calls and communications regarding 503 (b)(9) payments and trade agreements	1.0
10/29/2013	TBS	Meetings and Communications	Review of updates and correspondence regarding Unsecured Creditors Committee professionals meeting and negotiations	1.0
10/29/2013	TBS	Data Analysis	Analysis related to preference claims	2.0
10/29/2013	TBS	Meetings and Communications	Meeting at Foley to cover PACA and other open legal issues	0.8
10/30/2013	AXG	Business Operations	Preparing the inventory roll forward analysis for the larger deals along with the breakdown of timing of receipt of honey from vendors	3.2
10/30/2013	AXG	Business Operations	Leading the daily procurement call and discussing the open purchase order analysis	2.2
10/30/2013	AXG	Business Operations	Updating the daily inventory tracker for the week	2.1
10/30/2013	AXG	Business Operations	Attending call with lenders to review the analyze the unsecured creditors committee meeting	0.5
10/30/2013	AXG	Business Operations	Updating the daily cash flow file	0.6

Date	Initials	Activity Code	Description of Services	Hours
10/30/2013	AXG	Meetings and Communications	Clarifying with Houlihan Lokey the exit fee calculations	0.3
10/30/2013	AXG	Business Operations	Preparing the vendor management matrix	1.1
10/30/2013	DSM	Business Analysis	Reviewed draft Term Sheet, related matters	0.5
10/30/2013	MJW	Data Analysis	DIP Budget Assistance	4.0
10/30/2013	MJW	Meetings and Communications	Procurement Call to discuss Open PO Analysis with J. Wolf (GFI) and J. Merchant (GFI)	1.0
10/30/2013	MJW	Case Administration	Unsecured Creditors Committee Presentation Materials	0.5
10/30/2013	MJW	Data Analysis	Settlement split inquires with J. Irvin (GFI)	0.5
10/30/2013	MJW	Data Analysis	Lease Rejection Analysis	1.5
10/30/2013	MJW	Case Administration	Noticing questions with J. Irvin (GFI)	0.5
10/30/2013	MJW	Meetings and Communications	Inquiries with T. Stallkamp (CM) and R. Shepherd (GFI) regarding bonuses	0.5
10/30/2013	TBS	Meetings and Communications	Call with R. Richter (GFI) regarding bankruptcy issues	0.5
10/30/2013	TBS	Meetings and Communications	Various calls with A.Gupta and M.Wills (CM) regarding bankruptcy issues	1.0
10/30/2013	TBS	Meetings and Communications	Correspondence regarding DIP budget and exit facility terms	0.5
10/30/2013	TBS	Meetings and Communications	Review of Unsecured Creditors Committee settlement terms and related correspondence	0.3
10/30/2013	TBS	Business Analysis	Lease rejection analysis	0.2
10/30/2013	TBS	Meetings and Communications	Calls with CM, Gotschee and S. Impex (vendors)	1.0
10/31/2013	AXG	Business Analysis	Participating in the call to review the revised budget with lenders	0.5
10/31/2013	AXG	Meetings and Communications	Participating on call for larger honey deals with vendors and reviewing and analyzing the process	1.9
10/31/2013	AXG	Business Operations	Updating the daily inventory tracker for the week	1.1
10/31/2013	AXG	Business Operations	Mapping payments to funding requests along with wire/check details	1.2
10/31/2013	AXG	Data Analysis	Revising the budget vs. actual analysis based on lender request	0.9
10/31/2013	AXG	Business Operations	Updating the inventory roll forward analysis.	0.3
10/31/2013	AXG	Non-Working Travel	50% of travel time from Onsted, MI to residence	2.0
10/31/2013	DSM	Business Analysis	Reviewed draft Term Sheet, related matters; follow up	1.0
10/31/2013	KMA	Case Administration	Time and expense review and preparation of invoicing	1.0
10/31/2013	MJW	Meetings and Communications	Discussion with R. Shepherd (GFI) concerning monthly operating reports	0.7
10/31/2013	MJW	Meetings and Communications	Follow-up based on discussion with R. Shepherd (GFI) about bonuses	0.3
10/31/2013	MJW	Case Administration	Review of term sheet for Unsecured Creditors Committee	0.7
10/31/2013	MJW	Meetings and Communications	Call / correspondence with J. Merchant (GFI) to discuss PO analysis	1.0
10/31/2013	MJW	Data Analysis	Preparing / reviewing data from PO analysis	1.0
10/31/2013	MJW	Meetings and Communications	Correspondence with L. Salas (KCC) concerning noticing	0.5

Date	Initials	Activity Code	Description of Services	Hours
10/31/2013	MJW	Meetings and Communications	Correspondence with T. Dolcourt (Foley) and R. Tomasch (KCC) related to noticing	0.5
10/31/2013	TBS	Meetings and Communications	Inventory status call	1.0
10/31/2013	TBS	Meetings and Communications	Call with Peak Rock regarding updated budget	0.6
10/31/2013	TBS	Meetings and Communications	Call regarding bankruptcy claims issues and status	0.5
10/31/2013	TBS	Meetings and Communications	Review of utility invoices and related correspondence	0.3
10/31/2013	TBS	Business Analysis	Review of cash forecast and daily borrowing base, including related correspondence	1.0
10/31/2013	TBS	Meetings and Communications	Meeting with M.Wills (CM) regarding claims data and purchase order analysis	0.5
10/31/2013	TBS	Case Administration	Case administration activities, including billing and bill review	2.0
10/31/2013	TBS	Business Analysis	Review of revised budget to actual analysis and related correspondence	0.5
Total Hours				**619.3**

Exhibit B: Expense Detail

Date	Incurred By	Code	Description of Expense		Amount
9/30/2013	AXG	TR	Arrow Transportation Invoice #38416 - Car fare from residence to EWR for A.Gupta	$	216.86
9/30/2013	TBS	TR	Rental car gas		53.35
10/1/2013	AXG	AF	Coach airfare- One way from EWR to DTW		686.90
10/1/2013	AXG	ME	Working Dinner		16.26
10/1/2013	AXG	ME	Working Lunch		8.95
10/1/2013	MJW	ME	Working Breakfast & Lunch; Working Dinner Monday 9/30		40.84
10/1/2013	TBS	LO	Lodging - 1 night -Ann Arbor, MI		126.99
10/1/2013	TBS	ME	Working Meal		7.26
10/1/2013	TBS	TR	Rental car gas		42.15
10/2/2013	AXG	ME	Incidentals		17.63
10/2/2013	AXG	ME	Working Dinner - A. Gupta & M. Wills (CM)		41.84
10/2/2013	TBS	ME	Working Meal		8.27
10/2/2013	TBS	PK	Parking at Chicago office on return from client travel		30.00
10/2/2013	TBS	TR	Rental car gas		34.45
10/3/2013	AXG	ME	Working Dinner - A.Gupta & M.Wills (CM)		3.60
10/3/2013	MJW	ME	Working Breakfast		7.48
10/3/2013	MJW	ME	Working Lunch A. Gupta, M. Wills (CM) & R. Shepherd (Groeb)		52.00
10/3/2013	TBS	ME	Working Dinner - T.Stallkamp, A.Gupta & M. Wills (CM)		172.15
10/3/2013	TBS	PK	Parking - dinner in downtown Ann Arbor		3.60
10/3/2013	TBS	PK	Parking at Bankruptcy Court (Detroit, MI)		20.00
10/4/2013	AXG	AF	Coach airfare - Roundtrip from DTW to EWR		843.80
10/4/2013	AXG	LO	Lodging - 4 nights - Ann Arbor, MI		531.86
10/4/2013	AXG	ME	Working Lunch		4.08
10/4/2013	AXG	TR	Rental car for 4 days		385.60
10/4/2013	AXG	TR	Arrow Transportation Invoice #38465 - Car fare from EWR to residence for AXG		188.17
10/4/2013	MJW	LO	Lodging - 4 nights - Ann Arbor, MI		705.96
10/4/2013	MJW	M	Mileage -Chicago to Client, Client to Hotel x 4, Hotel to Client x 4, Client to Chicago		424.88
10/4/2013	TBS	LO	Lodging - 2 nights - Ann Arbor, MI		241.98
10/4/2013	TBS	ME	Working Meal		3.68
10/4/2013	TBS	ME	Working Meal		5.85
10/4/2013	TBS	TR	Rental car for 12 days		847.58
10/4/2013	TBS	TR	Tolls to and from Jackson, MI - Roundtrip		16.00
10/6/2013	TBS	TR	Cab from office to rental car location		18.00
10/7/2013	AXG	ME	Working Breakfast		10.90
10/7/2013	AXG	ME	Working Dinner		16.26
10/7/2013	AXG	ME	Working Lunch - A.Gupta, T.Stallkamp & M.Wills (CM)		35.34

Date	Incurred By	Code	Description of Expense	Amount
10/7/2013	AXG	TR	Arrow Transportation Invoice #38465 - Car fare from residence to EWR for AXG	216.86
10/7/2013	MJW	ME	Working Breakfast	6.11
10/7/2013	MJW	ME	Working Dinner	16.38
10/7/2013	TBS	ME	Working Meal	3.33
10/7/2013	TBS	ME	Working Meal	8.33
10/7/2013	TBS	ME	Working Meal	17.28
10/8/2013	AXG	ME	Working Lunch - A.Gupta & M.Wills (CM)	16.25
10/8/2013	MJW	ME	Working Breakfast	6.63
10/8/2013	MJW	ME	Working Dinner	25.50
10/8/2013	MJW	ME	Working Lunch - A. Gupta, T. Stallkamp & M. Wills (CM)	19.92
10/8/2013	TBS	LO	Lodging - 1 night - Ann Arbor, MI	120.99
10/8/2013	TBS	ME	Working Meal	4.16
10/8/2013	TBS	ME	Working Meal	4.97
10/8/2013	TBS	TR	Rental car gas	5.00
10/8/2013	TBS	TR	Rental car gas	60.60
10/8/2013	TBS	TR	Tolls to and from Onsted, MI - Roundtrip	16.00
10/9/2013	AXG	ME	Working Dinner	16.26
10/9/2013	MJW	LO	Lodging - 2 nights - Ann Arbor, MI	397.38
10/9/2013	MJW	M	Mileage - Chicago to Client, Client to Hotel x 3, Hotel to Client x 3, Client to Chicago (Week of 10/11/13)	395.50
10/9/2013	TBS	TR	Cab from rental car location to office	15.00
10/9/2013	TBS	TR	Rental car for 3 days	389.77
10/10/2013	AXG	AF	Coach airfare - One way from DTW to EWR	686.90
10/10/2013	AXG	LO	Lodging - 3 nights - Ann Arbor, MI	587.26
10/10/2013	AXG	ME	Incidentals	20.00
10/10/2013	AXG	ME	Working Breakfast	10.87
10/10/2013	AXG	TR	Rental car for 3 days	511.96
10/10/2013	AXG	TR	Arrow Transporation Invoice #38514 - Car fare from EWR to residence for AXG	188.17
10/10/2013	TBS	PK	Parking at office prior to travel	22.00
10/11/2013	AXG	AF	Coach airfare- One way from EWR to DTW	686.90
10/11/2013	AXG	ME	Working Lunch (during the procurement team call)	8.50
10/11/2013	AXG	TR	Cab ride during the procurement team call	14.90
10/14/2013	AXG	ME	Working Breakfast	7.10
10/14/2013	AXG	ME	Working Dinner - A.Gupta & M.Wills (CM)	57.13
10/14/2013	AXG	ME	Working Lunch - A.Gupta & M.Wills (CM)	13.97
10/14/2013	AXG	TR	Arrow Transportation Invoice #38514 - Car fare from residence to EWR for AXG	196.36
10/14/2013	MJW	ME	Working Breakfast	6.30
10/14/2013	TBS	ME	Working Meal	5.55
10/14/2013	TBS	TR	Rental car gas	51.70
10/15/2013	AXG	ME	Working Lunch	16.26
10/15/2013	TBS	LO	Lodging - 1 night - Jackson, MI	157.62
10/15/2013	TBS	ME	Working Meal	1.59

Date	Incurred By	Code	Description of Expense	Amount
10/15/2013	TBS	ME	Working Meal	9.85
10/15/2013	TBS	ME	Working Meal	11.25
10/15/2013	TBS	PK	Parking in Detroit for U.S. Trustee meeting	17.50
10/15/2013	TBS	TR	Rental car gas	45.75
10/16/2013	MJW	ME	Working Breakfast	8.85
10/16/2013	MJW	ME	Working Dinner	28.03
10/16/2013	MJW	ME	Working Dinner - A.Gupta & M.Wills (CM)	79.52
10/17/2013	AXG	AF	Coach airfare - Roundtrip from DTW to EWR	1,140.80
10/17/2013	AXG	LO	Lodging - 3 nights - Ann Arbor	588.90
10/17/2013	AXG	ME	Working Breakfast	11.87
10/17/2013	AXG	ME	Working Dinner	12.03
10/17/2013	AXG	TR	Rental car for 4 days	416.68
10/17/2013	AXG	TR	Arrow Transportation Invoice #38568 - Car fare from EWR to residence for A.Gupta (CM)	175.36
10/17/2013	MJW	ME	Working Breakfast	13.90
10/17/2013	MJW	ME	Working Lunch	17.25
10/17/2013	TBS	ME	Working Lunch - T.Stallkamp, A.Gupta & M.Wills (CM)	25.18
10/17/2013	TBS	ME	Working Meal	3.05
10/17/2013	TBS	ME	Working Meal	16.12
10/17/2013	TBS	TR	Rental car gas	45.80
10/18/2013	AXG	ME	Incidentals	20.00
10/18/2013	MJW	LO	Lodging - 3 nights - Ann Arbor, MI	562.77
10/18/2013	MJW	ME	Working Lunch	8.67
10/18/2013	TBS	LO	Lodging - 1 night - Ann Arbor, MI	120.99
10/18/2013	TBS	ME	Working Meal	6.47
10/18/2013	TBS	TR	Rental car for 4 days	297.70
10/18/2013	TBS	TR	Rental car gas	39.10
10/18/2013	TBS	TR	Tolls to and from Onsted, MI - Roundtrip	16.00
10/21/2013	AXG	ME	Working Breakfast	7.10
10/21/2013	AXG	ME	Working Dinner	14.26
10/21/2013	AXG	ME	Working Lunch - A.Gupta & M.Wills (CM)	25.62
10/21/2013	AXG	TR	Arrow Transportation Invoice #38568 - Car fare from residence to EWR for A.Gupta (CM)	216.54
10/22/2013	AXG	ME	Working Dinner - A.Gupta & M.Wills (CM)	65.15
10/22/2013	MJW	ME	Working Lunch	13.11
10/22/2013	TBS	ME	Working Meal	6.86
10/22/2013	TBS	TR	Rental car gas	40.95
10/22/2013	TBS	TR	Tolls from Chicago to Onsted, MI - One Way	8.00
10/23/2013	AXG	ME	Working Dinner - A. Gupta, M.Wills & T. Stallkamp (CM)	154.56
10/23/2013	MJW	ME	Working Breakfast	10.44
10/23/2013	TBS	AF	Coach airfare - One way from LGA to DTW (50% charge)	349.95
10/23/2013	TBS	PK	Parking in Ann Arbor, MI	2.40
10/24/2013	AXG	AF	Coach airfare - DTW to EWR to DTW	1,330.80

Date	Incurred By	Code	Description of Expense	Amount
10/24/2013	AXG	LO	Lodging - 3 nights - Ann Arbor	588.70
10/24/2013	AXG	ME	Incidentals	20.00
10/24/2013	AXG	ME	Working Breakfast	7.53
10/24/2013	AXG	ME	Working Dinner	8.12
10/24/2013	AXG	TR	Rental car for 4 days	457.18
10/24/2013	MJW	ME	Working Lunch - A. Gupta & M. Wills (CM)	15.11
10/24/2013	TBS	LO	Lodging - 1 night - Ann Arbor, MI	120.99
10/24/2013	TBS	ME	Working Meal	3.38
10/24/2013	TBS	PK	Parking in Detroit for hearing	17.50
10/24/2013	TBS	TR	Rental car gas	38.65
10/24/2013	TBS	TR	Tolls to and from Onsted, MI - Roundtrip	16.00
10/25/2013	MJW	LO	Lodging - 3 nights - Ann Arbor, MI	596.07
10/25/2013	MJW	TR	Rental car for 2 weeks	550.13
10/25/2013	MJW	TR	Rental car gas	38.38
10/25/2013	MJW	TR	Rental car gas	43.03
10/25/2013	TBS	TR	Rental car for 4 days (pro rata)	208.20
10/28/2013	AXG	ME	Working breakfast - AXG	6.03
10/28/2013	AXG	ME	Working dinner - AXG	14.26
10/28/2013	MJW	ME	Working Lunch	15.64
10/28/2013	TBS	ME	Working Meal	11.56
10/28/2013	TBS	TR	Rental car gas.	36.85
10/29/2013	AXG	ME	Working Dinner & Lunch	34.79
10/29/2013	TBS	TC	Phone Bill Aug 10- Sept 9 for TBS	179.09
10/29/2013	MJW	ME	Working Breakfast	2.23
10/29/2013	MJW	PK	Parking - Detroit Parking for 341 Meeting	17.50
10/29/2013	TBS	LO	Lodging - 1 night - Ann Arbor, MI	120.99
10/29/2013	TBS	ME	Working Meal	5.18
10/29/2013	TBS	PK	Parking in Detroit for 341 meeting and pre-meeting.	17.50
10/29/2013	TBS	TR	Rental car gas	31.70
10/29/2013	TBS	TR	Tolls to and from Chicago to Detroit- Roundtrip	16.00
10/30/2013	MJW	LO	Lodging - 2 nights - Ann Arbor, MI	398.63
10/30/2013	MJW	ME	Working Dinner	9.82
10/30/2013	MJW	ME	Working Lunch	5.50
10/30/2013	TBS	TR	Rental car for 2 days	121.55
10/31/2013	AXG	AF	Coach airfare - DTW to EWR	686.90
10/31/2013	AXG	LO	Lodging - 3 nights - Ann Arbor, MI	577.50
10/31/2013	AXG	ME	Incidentals	10.00
10/31/2013	AXG	ME	Working Breakfast	8.75
10/31/2013	AXG	ME	Working Dinner	4.23
10/31/2013	AXG	ME	Working Lunch	5.57
10/31/2013	AXG	TR	Rental car for 4 days	437.63
10/31/2013	MJW	M	Mileage - Chicago to Client (Onsted, MI); Client to Hotel (Ann Arbor, MI); Hotel to Detroit; Detroit to Hotel; Hotel to Client; Client to Chicago	340.13

Date	Incurred By	Code	Description of Expense	Amount
11/7/2013	CMD	OOP	Long distance phone calls, fax charges, local phone charges, other communications charges and related expenses for October	7,467.65
Total				**$ 30,181.06**

EXHIBIT 6

Conway MacKenzie, Inc. Professional Biographies

Don MacKenzie is a recognized expert at orchestrating successful financial and operational restructuring transactions in various industries, including automotive, equipment manufacturing, industrial contracting, and high-tech. Mr. MacKenzie has wide-ranging experience in insolvency and bankruptcy matters, turnaround and crisis management, mergers and acquisitions, transaction financing, corporate renewal, and business valuations. He provides litigation support services, including expert testimony in federal and state courts on securities violations, fraudulent conveyances, reorganization plan feasibility, business valuations, contractual interference, and breach of contract.

As an expert in the automotive industry, Mr. MacKenzie interfaces with, and advises, Chief Executive Officers, senior management and board members regarding various strategy decisions and tactics to successfully navigate within the industry. He is frequently called upon by Original Equipment Manufacturers, Tier 1 suppliers, financial institutions and investors, such as private equity and hedge funds, to provide advice and counsel and, when applicable, oversees services provided to these institutions by Conway MacKenzie. He has served as interim Chief Executive Officer and Chief Restructuring Officer for both public and private middle-market companies and large Tier 1 suppliers operating with complex capital structures in the international marketplace. Due to his vast knowledge of the interworkings of the automotive industry, Mr. MacKenzie is able to formulate negotiated solutions for complex transactions with customers, financial institutions and other interested parties. With his broad base of representation, automotive expertise and strategy analysis, Mr. MacKenzie is highly regarded as a unique financial and operational expert within the automotive industry.

As one of the founders of Conway MacKenzie, Mr. MacKenzie has been with the firm since its inception in 1987. He is a Certified Turnaround Professional, Certified Public Accountant and has a Bachelor of Science in Accounting from Michigan State University. He is a member of the Turnaround Management Association, the Association of Insolvency and Reorganization Accountants, the American Bankruptcy Institute, the American Institute of Certified Public Accountants, and the Michigan Association of Certified Public Accountants, and frequently conducts seminars and lectures on the subjects of corporate renewal, restructuring, and various additional topics relating to the automotive industry.

Tim Stallkamp specializes in providing turnaround and crisis management services to distressed and under performing businesses. Mr. Stallkamp has experience in providing financial analysis, financial modeling, and cash flow management. He has advised both debtors and creditor institutions and has experience in a variety of industries, including automotive, retail, consumer products, business services and health care. Additionally, he has acted as interim management, including as Chief Restructuring Officer for companies experiencing distress.

Prior to joining the Chicago office of Conway MacKenzie, Mr. Stallkamp was a Vice President in the Financial Advisory Services practice of AlixPartners, where he focused on insolvency and bankruptcy matters and also provided valuation and litigation consulting services to troubled companies. Prior to joining AlixPartners, he was a consultant in the Washington, D.C. litigation consulting practice of Navigant Consulting.

Mr. Stallkamp received a Bachelor of Science with a concentration in Finance from Georgetown University and his Master in Business Administration from the University of Michigan. He is a member of the Turnaround Management Association and the Association of Insolvency and Restructuring Advisors.

Abhi Gupta specializes in providing financial & management consulting services to performing and under-performing companies. He has experience working with public and private companies across varying situations and stages.

Prior to joining Conway MacKenzie, Mr. Gupta was an associate with Silverman Consulting, a turnaround and management consulting firm in Chicago. He has experience in various industries including financial services, real estate, food processing, manufacturing and distribution. He has assisted clients with regulatory reporting, instituting controls, streamlining processes, liaising with equity sponsors, lender negotiations and updates, financial planning and analysis, and resource optimization.

Mr. Gupta earned his Masters in Business Administration from the Leonard N. Stern School of Business at New York University and was a NYU Salomon Center Research Assistant to Dr. Altman. He earned his Bachelor of Commerce from Mumbai University. He is also a Chartered Accountant and a member of the Turnaround Management Association and the American Bankruptcy Institute.

Michael J. Wills is a Senior Associate and specializes in providing turnaround consulting and crisis management services to companies in a variety of industries.

Prior to joining Conway MacKenzie, Mr. Wills was an Audit Senior Associate at KPMG LLP, where he specialized in audit services for both public and private clients over a variety of industries including property and casualty insurance, and financial services.

Mr. Wills received his Master of Science in Accountancy and Bachelor of Business Administration from Western Michigan University. He is a Certified Public Accountant and is a member of the American Institute of Certified Public Accounts, the Turnaround Management Association, and the American Bankruptcy Institute.