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

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

CERTIFICATE OF NO RESPONSE TO FIRST AND FINAL APPLICATION OF HOULIHAN LOKEY CAPITAL, INC. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS INVESTMENT BANKER TO THE DEBTOR FOR THE PERIOD FROM OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013

The Debtor, by and through its counsel, Foley & Lardner LLP ("Foley"), hereby states, pursuant to Local Rule of Bankruptcy Procedure 9014-1, as follows:

1. On January 30, 2014, Foley filed the First and Final Application of Houlihan Lokey Capital, Inc. for Allowance of Compensation for Services Rendered and For Reimbursement of Expenses as Investment Banker to the Debtor for the Period from October 1, 2013 Through December 31, 2013 (the "Application") [Docket No. 423].

2. On January 30, 2014, the Application was served [Docket No. 432], attached hereto as Exhibit A.

3. No response to the Application has been filed or received.

WHEREFORE, Foley respectfully requests that this Court enter the order granting the Application attached hereto as Exhibit 1.

Dated: March 7, 2014
Detroit, Michigan

FOLEY & LARDNER LLP

/s/ *Tamar N. Dolcourt*

Judy A. O'Neill (P32142)
John A. Simon (P61866)
Tamar N. Dolcourt (P73425)
One Detroit Center
500 Woodward Ave., Suite 2700
Detroit, MI 48226-3489
(313) 234-7100 (Telephone)
(313) 234-2800 (Facsimile)

Counsel for the Debtor and Debtor in Possession

EXHIBIT A

Certificate of Service

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

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

CERTIFICATE OF SERVICE

I, Robert D. Tomasch, certify and say that I am employed by Kurtzman Carson Consultants LLC (KCC), the proposed claims and noticing agent for the Debtor in the above-captioned case.

On January 30, 2014, at my direction and under my supervision, employees of KCC caused to be served the following documents via Electronic Mail on the service list attached hereto as **Exhibit A** and via First Class Mail on the service list attached hereto as **Exhibit B**:

- **First and Final Application of Houlihan Lokey Capital, Inc. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Investment Banker to the Debtor for the Period From October 1, 2013 Through December 31, 2013** [Docket No. 423]

- **Notice of First and Final Application of Houlihan Lokey Capital, Inc. for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Investment Banker to the Debtor** [Docket No. 424]

- **Certificate of Service re Notice and The First and Final Application of Houlihan Lokey Capital, Inc. for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Investment Banker to the Debtor** [Docket No. 425]

/s/ Robert D. Tomasch
Robert D. Tomasch
KCC
2335 Alaska Ave
El Segundo, CA 90245
Tel 310.776.7333

EXHIBIT A

Exhibit A
Email
Master Service List

PARTY DESCRIPTION	COMPANY	CONTACT	EMAIL
Secured Creditors	Argosy Investment Partners III, L.P		michael@argosycapital.com
Attorney for Taxing Authorities Located in the State of Texas	Attorney in Charge for Taxing Authorities	c/o Linbarger Goggan Blair & Sampson, LLP	houston_bankruptcy@lgbs.com
Top 20	Beelogic Enterprises		joebeeco@charter.net
Top 20	Bees Brothers LLC		denise@beesbrothersllc.com
Member of Committee of Unsecured Creditors	Bees Brothers, LLC	Denise Willi	jp@beesbrothersllc.com
Top 20	Buoye Honey		BBUOYE1960@GMAIL.COM
Member of Committee of Unsecured Creditors	Buoye Honey	Brian Buoye	BBuoye1960@gmail.com
Top 20	BWB Honey		LPalmer@sgmh.org
Top 20	Citrofruit		Pierre.hug@citrofrut.com.mx
Member of Committee of Unsecured Creditors	Citrofrut SA de CV	Jose Alfonso Salazar Montalvo	Alfonso.Salazar@citrofrut.com.mx
Attorney for Navistar Leasing Company	Clark Hill PLC	William Kent Carter	wcarter@clarkhill.com
Top 20	Conex Trading Company, Inc.		lorenz-d@sbcglobal.net
Top 20	Delta Food International Inc.		dfi9488@hotmail.com
Member of Committee of Unsecured Creditors	Delta Food International Inc.	Jeffrey Dong	dfi9488@hotmail.com
Co-Counsel for Little Bee Impex, Kashmir Apiaries Exports, Thapar, Inc., and World Food Basket, Inc.	Dhillon & Smith, LLP	Nitoj Paul Singh	nsingh@dhillonsmith.com
Co-Counsel for Unsecured Creditors Committee of Groeb Farms, Inc.	Dykema Gossett PLLC	Sheryl L. Toby	stoby@dykema.com
Co-Counsel for Unsecured Creditors Committee of Groeb Farms, Inc.	Dykema Gossett PLLC	Sherrie L. Farrell	sfarrell@dykema.com
Co-Counsel for Unsecured Creditors Committee of Groeb Farms, Inc.	Dykema Gossett PLLC	Jong-Ju Chang	jchang@dykema.com
Counsel to Secured Creditors Argosy Investment Partners III, L.P and Marquette Capital Fund I, LP	Fredrikson & Byron, P.A.	Clinton Cutler	ccutler@fredlaw.com
Counsel to Creditors Adee Honey Farms, Bill Rhodes Honey Company, LLC, Hackenberg Apiaries	Grant & Eisenhofer P.A.	Adam J. Levitt	alevitt@gelaw.com

Exhibit A
Email
Master Service List

PARTY DESCRIPTION	COMPANY	CONTACT	EMAIL
Counsel for Troy Groeb, Ernie L. Groeb, Groeb Farms LLC, Ernest L. Groeb, Jr. Trust B, Groeb Farms Partnership and E. Jeanne Living Trust (the "Groeb Family")	Greenberg Traurig, LLP	Matthew T. Gensburg, Esq.	gensburgm@gtlaw.com
Counsel for Troy Groeb, Ernie L. Groeb, Groeb Farms LLC, Ernest L. Groeb, Jr. Trust B, Groeb Farms Partnership and E. Jeanne Living Trust (the "Groeb Family")	Greenberg Traurig, LLP	Rebecca D. Rosenthal, Esq.	rosenthalr@gtlaw.com
Top 20	Grupo Berhfer, S.A. De C.V.		hberron@berhfer.com
Attorney for Sonoco Products Company	Haynsworth Sinkler Boyd, P.A.	Tara E. Naufaul	tnauful@hsblawfirm.com
DIP Lenders/Secured Creditors	HC Capital Holdings - 0909A, LLC		strauss@peakrockcapital.com
Top 20	JET		tlgeracer@aol.com
Top 20	Kashmir Apiaries Exports		info@kashmirhoney.com
Attorneys for Ford Motor Credit Company LLC	Kilpatrick & Associates, P.C.	Michael P. Hogan, Esq. & Drew P. Millitello, Esq. & Joseph F. Fazi, Esq.	ecf@kaalaw.com
DIP Lenders Counsel/2002 Notice Party	Kirkland & Ellis, LLP	Ray Schrock, Esq.	ray.schrock@kirkland.com
DIP Lenders Counsel	Kirkland & Ellis, LLP	Jeffrey Pawlitz, Esq.	jeffrey.pawlitz@kirkland.com
Co-Counsel for Little Bee Impex, Kashmir Apiaries Exports, Thapar, Inc., and World Food Basket, Inc.	Lieberman, Gies & Cohen, PLLC	Michael D. Lieberman	mike@lgcpllc.com
Top 20	LITTLE BEE IMPEX		info@littlebeeimpex.com
Member of Committee of Unsecured Creditors	Little Bee Impex	Parvinder Thapar	psthapar@ergogenicnutrition.com
Secured Creditors	Marquette Capital Fund I, LP		tom.jenkins@marquette.com; ccutler@fredlaw.com
Attorneys for Argosy Investment Partners III, L.P. and Marquette Capital Fund I, LP ("Marquette")	McDonald Hopkins PLC	Jayson B. Ruff Esq.	jruff@mcdonaldhopkins.com
Top 20	Naiman Foods	Jose Ubach Y Roca	Daniel@naimanfoods.com.ar
Top 20	Natural Honey Importers		sales@naturalhoneyimporters.com
Party in Interest	Navistar Financial Corporation	Attention: Kathleen N. Reed, Legal Department	Kathleen.Reed@navistar.com
UNITED STATES TRUSTEE	OFFICE OF THE UNITED STATES TRUSTEE	DANIEL M. MCDERMOTT	Kelley.Callard@usdoj.gov; USTP.Region09@usdoj.gov
Counsel for Producer/Packer Claimants	Oliver Law Group PC	Alyson Oliver	aoliver@oliverlg.com

Exhibit A
Email
Master Service List

PARTY DESCRIPTION	COMPANY	CONTACT	EMAIL
Counsel for the Unsecurred Creditors Committee of Groeb Farms, Inc.	Pachulski Stang Ziehl & Jones LLP	Bradford J. Sandler	bsandler@pszjlaw.com
DIP Lenders Counsel	Pepper Hamilton LLP	Robert Hertzberg, Esq.,	hertzbergr@pepperlaw.com
Counsel for Plex Systems, Inc.	Plunkett Cooney	Michael A. Fleming Esq.	mfleming@plunkettcooney.com
Top 20	Resurgance Corp. d/b/a E.F. Lane and Son (Olesanik Family Living Trust)		jolesnanik@aol.com
Top 20	Sarahimpex		info@sarahimpex.com
Counsel to Resurgence Corp d/b/a E.F. Lane and Son	Shierkatz RLLP	Matthew J. Shier	mshier@shierkatz.com
Attorneys for Bees Brothers, LLC	Strobl & Sharp, P.C.	Attn: Meridith E. Taunt	mtaunt@stroblpc.com
Attorneys for Bees Brothers, LLC	Strobl & Sharp, P.C.	Attn: Lynn M. Brimer	lbrimer@stroblpc.com
Attorneys for Bees Brothers, LLC	Strobl & Sharp, P.C.	Attn: Mallory A. Field	mfield@stroblpc.com
Top 20	Sunland Trading, Inc.		n.sargeantson@sunlandhoney.com
Top 20	Thapar, Inc. DBA Ergogenic Nutrition		info@ergogenicnutrition.com
Top 20	Tony Lalonde Sales Prt		Tonylalondesales@sasktel.net
Top 20	Tricorbraun		cweber@tricorbraun.com
Top 20	Unipro Foodservice, Inc.		miller@uniprofoodservice.com
Top 20	Vicentin Saic Sucursal Uruguay		pablo@promiel.com.ar
Secured Creditors	Wells Fargo, N.A		jeffrey.t.boyum@wellsfargo.com
Attorney for Toyota Motor Credit Corporation	Weltman Weinberg & Reis Co., L.P.A	Scott D. Fink	ecfndoh@weltman.com

EXHIBIT B

Exhibit B
First Class Mail
Master Service List

PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY
Secured Creditors	Argosy Investment Partners III, L.P		950 West Valley Road, Suite 2900		Wayne	PA	19087	
Attorney for Taxing Authorities Located in the State of Texas	Attorney in Charge for Taxing Authorities	c/o Linbarger Goggan Blair & Sampson, LLP	John P. Dillman	Post Office Box 3064	Houston	TX	77253-3064	
Top 20	Beelogic Enterprises		P. O. Box 115		College Place	WA	99324	
Top 20	Bees Brothers LLC		9130 S. Dadeland Blvd., Suite 1509		Miami	FL	33156	
Member of Committee of Unsecured Creditors	Bees Brothers, LLC	Denise Willi	9130 S. Dadeland Boulevard, Suite 1509		Miami	FL	33156	
Top 20	Buoye Honey		11575 Walnut Road		Redlands	CA	92374	
Member of Committee of Unsecured Creditors	Buoye Honey	Brian Buoye	11575 Walnut Road		Redlands	CA	92374	
Top 20	BWB Honey		1298 Garnet Ave.		Mentone	CA	92359	
Top 20	Citrofruit		Constitucion 405 PTE		Monterrey	Nuevo Leon	64000	Mexico
Member of Committee of Unsecured Creditors	Citrofrut SA de CV	Jose Alfonso Salazar Montalvo	Constitucion 405 PTE	64000 Monterrey	Nuevo Leon			Mexico
Attorney for Navistar Leasing Company	Clark Hill PLC	William Kent Carter	150 N. Michigan Ave., # 2700		Chicago	IL	60601	
Top 20	Conex Trading Company, Inc.		585C Rio Grande Drive		Grand Junction	CO	81501	
Top 20	Delta Food International Inc.		7056 Archibald Ave, Suite 102-158		Corona	CA	92880	
Member of Committee of Unsecured Creditors	Delta Food International Inc.	Jeffrey Dong	7056 Archibald Ave	Suite 102-158	Corona	CA	92880	
Co-Counsel for Little Bee Impex, Kashmir Apiaries Exports, Thapar, Inc., and World Food Basket, Inc.	Dhillon & Smith, LLP	Nitoj Paul Singh	Co-Counsel for Creditors	177 Post Street, Ste. 700	San Francisco	CA	94108	
Co-Counsel for Unsecured Creditors Committee of Groeb Farms, Inc.	Dykema Gossett PLLC	Sheryl L. Toby	39577 Woodward Avenue, Suite 300		Bloomfield Hills	MI	48304	
Co-Counsel for Unsecured Creditors Committee of Groeb Farms, Inc.	Dykema Gossett PLLC	Sherrie L. Farrell	400 Renaissance Center		Detroit	MI	48243	
Co-Counsel for Unsecured Creditors Committee of Groeb Farms, Inc.	Dykema Gossett PLLC	Jong-Ju Chang	39577 Woodward Avenue, Suite 300		Bloomfield Hills	MI	48304	
Counsel to Secured Creditors Argosy Investment Partners III, L.P and Marquette Capital Fund I, LP	Fredrikson & Byron, P.A.	Clinton Cutler	200 South Sixth Street Suite 4000		Minneapolis	MN	55402	
Counsel to Creditors Adee Honey Farms, Bill Rhodes Honey Company, LLC, Hackenberg Apiaries	Grant & Eisenhofer P.A.	Adam J. Levitt	30 North LaSalle Street, Suite 1200		Chicago	IL	60602	
Counsel for Troy Groeb, Ernie L. Groeb, Groeb Farms LLC, Ernest L. Groeb, Jr. Trust B, Groeb Farms Partnership and E. Jeanne Living Trust (the "Groeb Family")	Greenberg Traurig, LLP	Matthew T. Gensburg, Esq.	77 West Wacker Drive	Suite 3100	Chicago	IL	60601-1732	
Counsel for Troy Groeb, Ernie L. Groeb, Groeb Farms LLC, Ernest L. Groeb, Jr. Trust B, Groeb Farms Partnership and E. Jeanne Living Trust (the "Groeb Family")	Greenberg Traurig, LLP	Rebecca D. Rosenthal, Esq.	77 West Wacker Drive	Suite 3100	Chicago	IL	60601-1732	
Top 20	Grupo Berhfer, S.A. De C.V.		Priv. 22 No 2725 Zona Industrial		Guadalajara	JAL	44940	Mexico

Exhibit B
First Class Mail
Master Service List

PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY
Attorney for Sonoco Products Company	Haynsworth Sinkler Boyd, P.A.	Tara E. Naufaul	Post Office Box 340		Charleston	SC	29402-0340	
DIP Lenders/Secured Creditors	HC Capital Holdings - 0909A, LLC		13413 Galleria Circle, Suite Q-300		Austin	TX	78738	
Secured Creditors	Horizon Capital Partners III, L.P.		3838 Tamiami Trail N	Suite 408	Naples	FL	34103	
Top 20	JET		9707 Sheeler Road		Onsted	MI	49265	
Top 20	Kashmir Apiaries Exports		NH 1 Doraha			PB	141421	India
Attorneys for Ford Motor Credit Company LLC	Kilpatrick & Associates, P.C.	Michael P. Hogan, Esq. & Drew P. Millitello, Esq. & Joseph F. Fazi, Esq.	903 North Opdyke Road, Suite C		Auburn Hills	MI	48326	
Top 20	Lamex		8500 Normandale Lake Blvd. Suite 1150		Bloomington	MN	55437	
Co-Counsel for Little Bee Impex, Kashmir Apiaries Exports, Thapar, Inc., and World Food Basket, Inc.	Lieberman, Gies & Cohen, PLLC	Michael D. Lieberman	Co-Counsel for Creditors	30500 Northwestern Hwy., Ste 307	Farmington Hills	MI	48334	
Top 20	LITTLE BEE IMPEX		G.T.Road, Doraha		Distt. Ludhiana (Punjab)		141421	India
Member of Committee of Unsecured Creditors	Little Bee Impex	Parvinder Thapar	133 Nanterre Street, Suite 101		Danville	CA	94506	
Secured Creditors	Marquette Capital Fund I, LP		60 South Sixth Street		Minneapolis	MN	55402	
Attorneys for Argosy Investment Partners III, L.P. and Marquette Capital Fund I, LP ("Marquette")	McDonald Hopkins PLC	Jayson B. Ruff Esq.	39533 Woodward Ave., Suite 318		Bloomfield Hills	MI	48304	
Top 20	Naiman Foods	Jose Ubach Y Roca	1153 Parque Industrial General	Belgrano E3106GDA Parana - Entre Rios				Argentina
Top 20	Natural Honey Importers		4806 North Oaks Blvd.		North Brunswick	NJ	08902	
Party in Interest	Navistar Financial Corporation	Attention: Kathleen N. Reed, Legal Department	2701 Navistar Drive	Suite 7-3-P23-02	Lisle	IL	60532	
UNITED STATES TRUSTEE	OFFICE OF THE UNITED STATES TRUSTEE	DANIEL M. MCDERMOTT	211 WEST FORT STREET SUITE 700		DETROIT	MI	48226	
Counsel for Producer/Packer Claimants	Oliver Law Group PC	Alyson Oliver	950 W. University Drive, Suite 200		Rochester	MI	48307	
Counsel for the Unsecurred Creditors Committee of Groeb Farms, Inc.	Pachulski Stang Ziehl & Jones LLP	Bradford J. Sandler	919 North Market Street, 17th Floor		Wilmington	DE	19801	
DIP Lenders Counsel	Pepper Hamilton LLP	Robert Hertzberg, Esq.,	4000 Town Center, Suite 1800		Southfield	MI	48075	
Counsel for Plex Systems, Inc.	Plunkett Cooney	Michael A. Fleming Esq.	38505 Woodward Ave, Suite 2000		Bloomfield Hills	MI	48304	
Top 20	Resurgance Corp. d/b/a E.F. Lane and Son (Olesanik Family Living Trust)		5100 Baggins Hills Rd.		Templeton	CA	93465	
Top 20	Sarahimpex		969 Revere Dr.		Hill Side	NJ	07205	
Counsel to Resurgence Corp d/b/a E.F. Lane and Son	Shierkatz RLLP	Matthew J. Shier	930 Montgomery St, No. 600		San Francisco	CA	94133	
Attorneys for Bees Brothers, LLC	Strobl & Sharp, P.C.	Attn: Meridith E. Taunt	Attorneys for Bees Brothers, LLC	300 E. Long Lake Road, Suite 200	Bloomfield Hills	MI	48304	
Attorneys for Bees Brothers, LLC	Strobl & Sharp, P.C.	Attn: Lynn M. Brimer	Attorneys for Bees Brothers, LLC	300 E. Long Lake Road, Suite 200	Bloomfield Hills	MI	48304	

Exhibit B
First Class Mail
Master Service List

PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY
Attorneys for Bees Brothers, LLC	Strobl & Sharp, P.C.	Attn: Mallory A. Field	Attorneys for Bees Brothers, LLC	300 E. Long Lake Road, Suite 200	Bloomfield Hills	MI	48304	
Top 20	Sunland Trading, Inc.		21 Locast Ave.		New Canaan	CT	06840	
Top 20	Thapar, Inc. DBA Ergogenic Nutrition		133 Nanterre St, Suite # 101		Danville	CA	94506	
Top 20	Tony Lalonde Sales Prt		3-35-3 West of 3		Clavet	SK	S0K 0Y0	Canada
Top 20	Tricorbraun		12462 Collections Center Dr.		Chicago	IL	60693	
Top 20	Unipro Foodservice, Inc.		2500 Cumberland Pkwy SE		Atlanta	GA	30384	
Michigan Attorney General	United States Attorney's Office	Attention: Civil Division	211 W. Fort Street, Suite 2001		Detroit	MI	48226	
Top 20	Vicentin Saic Sucursal Uruguay		Zonamerica Ruta 8 KM 17.500 EDIF. @3/OF. 105		Montevideo		91600	Uruguay
Secured Creditors	Wells Fargo, N.A		730 Second Ave South, MAC N9314-080		Minneapolis	MN	55402	
Attorney for Toyota Motor Credit Corporation	Weltman Weinberg & Reis Co., L.P.A	Scott D. Fink	Agent for Toyota Motor Credit Corporation	323 W. Lakeside Avenue	Cleveland	OH	44113-1099	
Top 20	World Food Basket Inc.		2711 Centerville Road # 120		Wilmington	DE	19808	

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 HOULIHAN LOKEY CAPITAL, INC. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS INVESTMENT BANKER TO THE DEBTOR

This matter having come before this Court on the First and Final Fee Application of Houlihan Lokey Capital, Inc. ("Houlihan Lokey"), as investment banker 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"), and notice of the Application having been served in accordance with the Administrative Order[1] 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 FURTHER ORDERED that Houlihan Lokey, as investment banker to the Debtor, is granted a final allowance of all fees and expenses incurred during the Application Period, which fees are in the amount of $1,113,150.68 and expenses are in the amount of $11,488.31.

IT IS HEREBY FURTHER ORDERED that Houlihan Lokey is entitled to immediately apply the expense retainer it is holding in the amount of $3,840.85 to its outstanding expenses.

[1] Capitalized terms not defined herein have the meanings ascribed to them in the Application.

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

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