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with the Administrative Order[1] and no objections to the Application having been filed, or such objections having been withdrawn or denied; and this Court being fully advised in the premises: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.

Signed on March 10, 2014

/s/ Walter Shapero
Walter Shapero
United States Bankruptcy Judge

4847-5951-7977.1