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with the Administrative Order and no objections to the Application having been filed, or such objections having been withdrawn or denied; and this Court being fully advised in the premises: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

Signed on March 10, 2014

/s/ Walter Shapero
Walter Shapero
United States Bankruptcy Judge

4846-9358-8761.1