

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
Forward Foods LLC,)	Case No. 09-10545 (KJC)
)	
Debtor.)	Re: Docket No. 16
)	
)	

**ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF THE GARDEN CITY
GROUP, INC. AS CLAIMS, NOTICE, AND BALLOTING AGENT**

Upon the application (the "Application") of Forward Foods LLC ("Forward Foods" or the "Debtor"), for entry of an order authorizing and approving the Debtor's retention and employment of The Garden City Group, Inc. ("Garden City"), as claims, notice, and balloting agent for the bankruptcy case of the Debtor, as agent for the clerk of the United States Bankruptcy Court for the District of Delaware (the "Clerk"), under 28 U.S.C. § 156(c), pursuant to the terms of the Bankruptcy Administration Agreement (the "Agreement") attached to the Application as Exhibit C to, among other things, (a) serve as the Court's noticing agent to mail notices to the Debtor's creditors, interest holders and parties in interest; (b) provide, if necessary, computerized claims, objection and balloting database services; and (c) provide, if necessary, expertise, consultation and assistance in claims, interests and ballot processing and with the dissemination of other administrative information related to the Debtor's bankruptcy case; and upon the Affidavit of Jeffrey Stein, Esq. (the "Stein Affidavit") submitted in support of and attached as Exhibit B to the Application; and the Debtor having estimated that there are over 200 creditors and other potential parties-in-interest in this chapter 11 case, many of which are expected to file proofs of claim; and it appearing that the receiving, docketing, and maintaining

of proofs of claim would be unduly time consuming and burdensome for the Clerk; and the Court being authorized under 28 U.S.C. §156(c) and Local Rule 2002-1(f), to utilize, at the Debtor's expense, outside agents and facilities to provide notices to parties in bankruptcy cases and to receive, docket, maintain, photocopy, and transmit proofs of claim; and the Court being satisfied that Garden City has the capability and experience to provide such services and that Garden City does not hold an interest adverse to the Debtor or its estate; and good and sufficient notice of the Application having been given; and no other or further notice being required; and it appearing that the retention and employment of Garden City is in the best interests of the Debtor, its estates, creditors, and other parties-in-interest; and sufficient cause appearing therefore; it is hereby

ORDERED that the Application is granted; and it is further

ORDERED that the Debtor is authorized to retain and Garden City *nunc pro tunc* to the date of the filing of this case to provide the noticing and other services set forth in the Agreement and to receive, maintain, record, and otherwise administer the proofs of claim filed in this chapter 11 case; and it is further

ORDERED that Garden City is appointed as agent for the Clerk and custodian of court records and, as such, is designated as the authorized repository for all proofs of claim filed in this chapter 11 case and is authorized and directed to maintain an official claims register for the Debtor and to provide the Clerk with a certified duplicate thereof on a monthly basis unless otherwise directed by the Clerk; and it is further

ORDERED that Garden City is authorized and directed to perform all related tasks to process the proofs of claim and maintain a claims register including, without limitation:

- (a) notify all potential creditors of the filing of the Debtor's bankruptcy petition and of the setting of the first meeting of creditors, pursuant to Bankruptcy Code § 341, under the proper provisions of the Bankruptcy Code and the Bankruptcy Rules;
- (b) maintain an official copy of the Debtor's schedules of assets and liabilities and statement of financial affairs (collectively, the "Schedules") listing the Debtor's known creditors and the amounts owed thereto;
- (c) notify all potential creditors of the existence and amount of their respective claims, as evidenced by the Debtor's books and records and as set forth in their Schedules;
- (d) furnish a notice of the last day for the filing of proofs of claim and a form for the filing of a proof of claim, after such notice and form are approved by this Court;
- (e) file with the Clerk an affidavit or certificate of service which includes a copy of the notice, a list of persons to whom it was mailed (in alphabetical order), and the date the notice was mailed, within seven days of service;
- (f) docket all claims received, maintain the official claims register (the "Claims Register") for the Debtor on behalf of the Clerk, and provide the Clerk with a certified duplicate unofficial Claims Register on a monthly basis, unless otherwise directed;
- (g) specify, in the Claims Register, the following information for each claim docketed: (i) the claim number assigned, (ii) the date received, (iii) the name and address of the claimant and agent, if applicable, who filed the claim, (iv) the filed amount of the claim, if liquidated, and (v) the classification(s) of the claim (e.g. secured, unsecured, priority, etc.) according to the proof of claim;
- (h) record all transfers of claims and provide any notices of such transfers required by Bankruptcy Rule 3001;
- (i) make changes in the Claims Register pursuant to Court Order;
- (j) upon completion of the docketing process for all claims received to date by the Clerk's office, turn over to the Clerk copies of the Claims Register for the Clerk's review;
- (k) maintain the Claims Register for public examination without charge during regular business hours;

- (l) maintain the official mailing list for the Debtor, which shall be available upon request by a party-in-interest or the Clerk, of all entities that have filed a proof of claim;
- (m) assist with, among other things, solicitation, calculation, and tabulation of votes and distribution, as required in furtherance of confirmation of the Plan;
- (n) provide and maintain a website where parties can view claims filed, status of claims, and pleadings or other documents filed with the Court by the Debtor;
- (o) Thirty days prior to the close of this case, an order dismissing Garden City would be submitted terminating its services upon completion of its duties and responsibilities and upon the closing of this case; and
- (p) at the close of the case, box and transport all original documents in proper format, as provided by the Clerk's office, to the Federal Records Center.

and it is further

ORDERED that the Debtor may utilize other services offered by Garden City such as disbursing and other related administrative services that may be requested by the Debtor, including but not limited to assisting the Debtor with the preparation of a master creditor list and any amendments thereto, and to the extent necessary, gathering data in conjunction with the preparation of the Debtor's Schedules; and it is further

ORDERED that the Debtor is authorized to execute such documents, take such action, and do such things as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED that Garden City is authorized to take such further and other action to comply with all duties set forth in the Application; and it is further

ORDERED that the Debtor is authorized to compensate Garden City on a monthly basis, in accordance with the Agreement, upon the receipt of reasonably detailed invoices setting forth

the services provided by Garden City in the prior month and the rates charged for each, and to reimburse Garden City for all reasonable and necessary expenses it may incur, upon the presentation of appropriate documentation, without the need for Garden City to file any fee applications or otherwise seek Court approval for the compensation of its services and reimbursement of its expenses, and such fees and expenses of Garden City shall be treated as administrative expenses of the Debtor's chapter 11 estate; and it is further

ORDERED that Garden City shall maintain records of all services provided, showing dates, categories of services, fees charged, and expenses incurred; and it is further

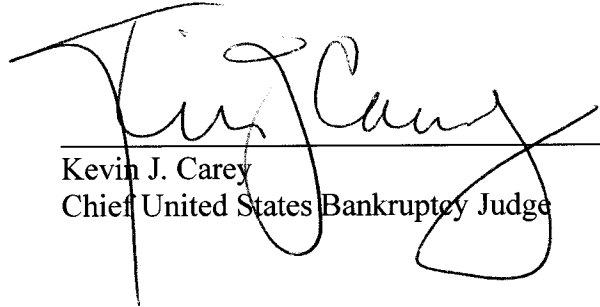
ORDERED that Garden City shall serve monthly invoices on: (i) the Debtor, (ii) counsel for the Debtor, (iii) the Office of the United States Trustee and (iv) counsel for any official committees that may be appointed in this case; and it is further

ORDERED that if this case converts to a case under chapter 7 of the Bankruptcy Code, Garden City will continue to be paid for its services until the claims filed in this chapter 11 case have been completely processed, and that if claims agent representation is necessary in the converted chapter 7 case, Garden City will continue to be paid in accordance with 28 U.S.C. § 156(c) on the terms set forth in this Order; and it is further

ORDERED that, in the event Garden City is unable to provide the services set out in this Order, Garden City will immediately notify the Clerk and the Debtor and its counsel and cause to have all original proofs of claim and computer information turned over to another claims, notice, and balloting agent with the advice and consent of the Clerk and the Debtor and its counsel; and it is further

ORDERED that this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: Feb 18, 2009
Wilmington, Delaware



Kevin J. Carey
Chief United States Bankruptcy Judge