

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

QUANTUM FOODS, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 14-10318 (KJC)

Jointly Administered

Objection Deadline: September 5, 2014 at 4:00 p.m. (ET)

**FIFTH MONTHLY APPLICATION OF YOUNG CONAWAY STARGATT & TAYLOR,  
LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE INTERIM PERIOD FROM JULY 1, 2014  
THROUGH AND INCLUDING JULY 31, 2014**

Name of Applicant:

Young Conaway Stargatt & Taylor, LLP

Authorized to Provide Professional Services to:

Debtors and Debtors-in-Possession

Date of Retention:

February 18, 2014 (order entered March 12, 2014)

Period for which compensation and  
reimbursement is sought:

July 1, 2014 through and including July 31, 2014

Amount of Interim Compensation sought as  
actual, reasonable and necessary:

\$172,779.00

Amount of Interim Expense Reimbursement sought  
as actual, reasonable and necessary:

\$5,490.89

This is an:  interim  final application

This application includes 2.30 hours and \$789.00 in fees incurred in connection with the preparation of Fee Applications.

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Quantum Foods, LLC (9437); Quantum Foods 213-D, LLC (1862); Quantum Culinary, LLC (1302); GDC Logistics, LLC (1997); Choice One Foods, LLC (9512). The Debtors' mailing address is c/o Quantum Foods, LLC, 750 South Schmidt Road, Bolingbrook, Illinois 60440.

Prior applications: None.

Date Filed / Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
4/11/14 D.I. 200	2/18/14-3/31/14	\$142,153.50	\$11,927.65	Pending	Pending
5/13/14 D.I. 312	4/1/14-4/30/14	\$63,797.50	\$2,540.69	Pending	Pending
6/12/14 D.I. 425	5/1/14-5/31/14	\$88,307.00	\$2,841.60	Pending	Pending
7/11/14 D.I. 519	6/1/14-6/30/14	\$204,106.00	\$5,660.20	Pending	Pending

**INTERIM COMPENSATION BY INDIVIDUAL**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Barr Flinn	Partner since 2000. Joined firm as partner in 2000. Member of DE Bar since 2001 and NY Bar since 1993.	\$765.00	22.80	\$17,442.00
John T. Dorsey	Partner since 2004. Joined firm as special counsel in 2003. Member of the DE Bar since 1991.	\$735.00	20.40	\$14,994.00
M. Blake Cleary	Partner since 2005. Joined firm as an associate in 1998. Member of DE and PA Bars since 1997.	\$670.00	67.00	\$44,890.00
Michele Sheretta Buicak	Joined firm as an associate in 2005. Member of DE and PA Bars since 2005.	\$430.00	91.40	\$39,302.00
Michael S. Neiburg	Joined firm as an associate in 2008. Member of DE Bar since 2009.	\$395.00	0.30	\$118.50
James Higgins	Joined firm as an associate in 2007. Member of the DE Bar since 2007.	\$370.00	32.00	\$11,840.00
Andrew L. Magaziner	Joined firm as an associate in 2009. Member of NY and DE Bars since 2010.	\$350.00	32.20	\$11,270.00

Robert M. Vrana	Joined firm as associate in 2011. Member of DE Bar since 2011.	\$315.00	20.40	\$6,426.00
Elizabeth S. Justison	Joined firm as an associate in 2013. Member of DE Bar since 2014.	\$280.00	53.90	\$15,092.00
Brenda Walters	Paralegal	\$245.00	10.70	\$2,621.50
Kenneth A. Listwak	Summer Associate	\$220.00	3.20	\$704.00
Meryem Y. Dede	Summer Associate	\$220.00	3.70	\$814.00
Melissa Romano	Paralegal	\$200.00	0.10	\$20.00
Michelle Smith	Paralegal	\$200.00	25.20	\$5,040.00
Maura Meehan	Paralegal	\$190.00	0.40	\$76.00
Monica Velastegui	Paralegal	\$175.00	8.60	\$1,505.00
Patrick M. Foss	Paralegal	\$165.00	3.50	\$577.50
Beth Olivere	Paralegal	\$155.00	0.30	\$46.50
<b>Grand Total:</b>			<b>396.10</b>	<b>\$172,779.00</b>
<b>Blended Rate:</b>		<b>\$436.20</b>		

**INTERIM COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration (B001)	3.40	\$899.50
Court Hearings (B002)	14.10	\$5,834.00
Cash Collateral/DIP Financing (B003)	5.40	\$3,618.00
Schedules & Statements, U.S. Trustee Reports (B004)	1.60	\$485.00
Lease/Executory Contract Issues (B005)	5.00	\$1,724.00
Use, Sale or Lease of Property (363 Issues) (B006)	29.00	\$14,792.00
Claims Analysis, Objections and Resolutions (B007)	8.10	\$2,755.00
Stay Relief Matters (B009)	0.30	\$105.00
Other Adversary Proceedings (B011)	2.70	\$771.00
Creditor Inquiries (B013)	0.40	\$95.00
General Corporate Matters (B014)	0.10	\$67.00
Retention of Professionals/Fee Issues (B017)	11.00	\$3,131.00
Fee Application Preparation (B018)	2.30	\$789.00
Utility Services (B020)	0.20	\$70.00
Raging Bull Litigation (B728)	309.20	\$135,464.50

Collection Actions (B853)	3.30	\$2,179.00
<b>TOTAL</b>	<b>396.10</b>	<b>\$172,779.00</b>

**INTERIM EXPENSE SUMMARY**

<b>Expenses Category</b>	<b>Total Expenses</b>
Reproduction Charges	\$887.00
Federal Express	\$268.95
Facsimile	\$727.00
Filing Fee	\$316.00
Deposition/Transcript	\$671.55
Delivery/Courier	\$375.00
Working Meals	\$98.97
Client Requested Food & Support	\$246.47
Teleconference/Video Conference	\$256.00
Postage	\$148.30
Computerized Legal Research	\$1,382.75
Docket Retrieval/Search	\$112.90
<b>TOTAL</b>	<b>\$5,490.89</b>

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

QUANTUM FOODS, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 14-10318 (KJC)

Jointly Administered

Objection Deadline: September 5, 2014 at 4:00 p.m. (ET)

**FIFTH MONTHLY APPLICATION OF YOUNG CONAWAY STARGATT & TAYLOR,  
LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE INTERIM PERIOD FROM JULY 1, 2014  
THROUGH AND INCLUDING JULY 31, 2014**

Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Attorneys for the Debtors, *Nunc Pro Tunc* to the Petition Date [Docket No. 127] (the “Retention Order”) and that certain Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 124] (the “Interim Compensation Order”), the law firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) hereby moves (this “Application”) the Court for reasonable compensation for professional legal services rendered as co-counsel to Quantum Foods, LLC and its above-captioned affiliated debtors and debtors in possession (each, a “Debtor,” and collectively, the “Debtors”), in the amount of \$172,779.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$5,490.89, for the interim period July 1,

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quantum Foods, LLC (9437); Quantum Foods 213-D, LLC (1862); Quantum Culinary, LLC (1302); GDC Logistics, LLC (1997); Choice One Foods, LLC (9512). The Debtors’ mailing address is c/o Quantum Foods, LLC, 750 South Schmidt Road, Bolingbrook, Illinois 60440.

2014 through and including July 31, 2014 (the "Interim Fee Period"). In support of this Application, Young Conaway respectfully represents as follows:

**BACKGROUND**

1. On February 18, 2014 (the "Petition Date"), each of the Debtors filed a petition with the Court under chapter 11 of the Bankruptcy Code.

2. Pursuant to the Retention Order, Young Conaway was retained to represent the Debtors as bankruptcy counsel in connection with these chapter 11 cases, *nunc pro tunc* to the Petition Date. The Retention Order authorizes Young Conaway to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

3. All services for which compensation is requested herein by Young Conaway were performed for or on behalf of the Debtors.

**SUMMARY OF SERVICES RENDERED**

4. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Interim Fee Period, showing the amount of \$172,779.00 due for fees.

5. The services rendered by Young Conaway during the Interim Fee Period are grouped into the categories set forth in Exhibit A. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

**DISBURSEMENTS**

6. Exhibit B attached hereto is a detailed statement of expenses paid by Young Conaway during the Interim Fee Period, showing the amount of \$5,660.20 for reimbursement of expenses. This out-of-pocket disbursement sum is broken down into categories of charges, including, among other things, telephone and telecopier toll and other

charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Young Conaway to outside copying services for use in mass mailings, travel expenses, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Interim Fee Period may be found in the attachments hereto as Exhibit B.

7. Costs incurred for overtime and computer assisted research are not included in Young Conaway’s normal hourly billing rates and, therefore, are itemized and included in Young Conaway’s disbursements. Pursuant to Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), Young Conaway represents that its rate for duplication is \$.10 per page, its rate for outgoing telecopier transmissions is \$1.00 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions, and there is no surcharge for computerized research.

#### **VALUATION OF SERVICES**

8. Attorneys and paraprofessionals of Young Conaway have expended a total of 396.10 hours in connection with this matter during the Interim Fee Period.

9. The amount of time spent by each of these persons providing services to the Debtors for the Interim Fee Period is fully set forth in the detail attached hereto as Exhibit A. These are Young Conaway’s normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Young Conaway for the Interim Fee Period as counsel for the Debtors in these cases is \$172,779.00.

10. Young Conaway believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B attached hereto are in compliance with the requirements of Local Rule 2016-2.

11. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these chapter 11 cases, (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 chapter 11 of the Bankruptcy Code.

12. This Application covers the interim fee period from July 1, 2014 through and including July 31, 2014. Young Conaway has continued, and will continue, to perform additional necessary services for the Debtors subsequent to the Interim Fee Period, for which Young Conaway will file subsequent monthly fee applications.

**BUDGET AND STAFFING PLAN**

13. In accordance with the Retention Order and the Interim Compensation Order, attached hereto as Exhibit C is the budget and staffing plan for Young Conaway approved by the Debtors for the Interim Fee Period.



**CONCLUSION**

WHEREFORE, Young Conaway requests that allowance be made to it in the sum of \$172,779.00 as compensation for necessary professional services rendered to the Debtors for the Interim Fee Period, and the sum of \$5,490.89 for reimbursement of actual necessary costs and expenses incurred during that period, and requests such other and further relief as the Court may deem just and proper.

Dated: August 21, 2014  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ M. Blake Cleary

M. Blake Cleary (No. 3614)  
Rodney Square  
1000 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253

*Counsel for Debtors and  
Debtors in Possession*

**VERIFICATION**

STATE OF DELAWARE )  
 )  
NEW CASTLE COUNTY ) SS:

M. Blake Cleary, after being duly sworn according to law, hereby deposes and says:


1. I am a Partner in the applicant firm, Young Conaway Stargatt & Taylor, LLP ("Young Conaway"), and have been admitted to the bar of the Supreme Court of Delaware since 1997.

2. I have personally performed many of the legal services rendered by Young Conaway to Quantum Foods, LLC and its affiliated debtors and debtors in possession in connection with their chapter 11 cases, and am familiar with all other work performed on behalf of the lawyers and paraprofessionals at Young Conaway.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
M. BLAKE CLEARY

SWORN TO AND SUBSCRIBED before me this 21 day of August, 2014.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

**DEBBIE ELLEN LASKIN**  
**NOTARY PUBLIC**  
**STATE OF DELAWARE**  
My commission expires Nov. 29, 2016