

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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	: Chapter 11
<i>In re:</i>	:
	: Case No. 14-10318 (KJC)
QUANTUM FOODS, LLC, <i>et al.</i> , ¹	:
	: Jointly Administered
Debtors.	:
	: Docket Ref. No. 558
	:
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**CERTIFICATION OF COUNSEL REGARDING FIRST INTERIM QUARTERLY FEE
REQUEST OF YOUNG CONAWAY STARGATT & TAYLOR, LLP, AND SUBMISSION
OF OMNIBUS ORDER APPROVING FIRST QUARTERLY FEE APPLICATIONS**

The undersigned hereby certifies as follows:

1. On February 18, 2014, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) commenced these chapter 11 cases. On July 17, 2014, the Debtors filed the *First Interim Quarterly Fee Requests of Debtors’ Professionals* [Docket No. 558] (the “First Interim Fee Request”). The First Interim Fee Request requested entry of an order approving, among other things, the first interim quarterly fee request (the “YCST Quarterly Fee Request”) of Young Conaway Stargatt & Taylor, LLP (“YCST”), co-counsel to the Debtors.
2. The YCST Quarterly Fee Request sought compensation and reimbursement for fees and expenses incurred between February 18, 2014 and May 31, 2014. YCST had previously filed three separate monthly fee applications for the respective fee periods of February 18, 2014 through March 31, 2014 [D.I. 397] (the “First Monthly Fee Application”),

¹ 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.

April 1, 2014 through and including April 30, 2014 [D.I. 417], and May 1, 2014 through and including May 31, 2014 [D.I. 550].

3. The Court held a hearing with respect to the First Interim Fee Request on August 19, 2014 (the “Hearing”). At the Hearing, the Court posed questions regarding, among other things, the YCST Quarterly Fee Request.

4. Specifically, the Court inquired regarding a May 14, 2014, time entry for M. Blake Cleary which was for four-tenths of an hour but provided detail for only one-tenth of an hour. Upon further review, YCST has determined that the entry inadvertently omitted the inclusion of an additional bifurcated time period and should read as follows:

- Review correspondence from R. Babcock regarding Tiger sale procedures (.3) and emails to K. Enos and A. Magaziner regarding same (.1)

5. In addition, at the Hearing, the Court posed questions to YCST regarding an expense reimbursement request in the amount of \$277.00 which was listed, in the expense code summary included in the First Monthly Fee Application, as “Working Meals – Delivery.” Upon further review, YCST’s undersigned representative has determined that YCST has an internal disbursement code for “working meals – delivery” that was inadvertently selected when processing the meals in question. The correct disbursement code is “Working Meals.” YCST has further determined that the \$277 was incurred in connection with multiple business lunches² for ten people on each occasion, and one overtime meal.

² Each business lunch had a \$1.50 delivery charge incurred in connection with the meal.

WHEREFORE, based on the responses set forth above, the Debtors respectfully request that the Court enter the omnibus order (the “Omnibus Order”), attached hereto as Exhibit A, approving the First Interim Fee Request.³

Dated: August 22, 2014
Wilmington, Delaware

YOUNG CONAWAY STARGATT
& TAYLOR, LLP

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³ At the Hearing, the Court also requested that Winston & Strawn LLP provide a supplemental declaration (the “Supplemental Declaration”) in support of its interim quarterly fee request. The Supplemental Declaration was filed on August 21, 2014, and Winston & Strawn submits therein that it has addressed the concerns raised at the Hearing. Accordingly, the Omnibus Order is submitted in conjunction herewith.