

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	Chapter 11
<i>In re:</i>	:	
	:	Case No. 14-10318 (KJC)
QUANTUM FOODS, LLC, et al.,¹	:	
	:	Jointly Administered
Debtors.	:	
	:	RE: Docket Nos. 534, 535, 558 and 624

OMNIBUS ORDER APPROVING FIRST QUARTERLY FEE APPLICATIONS

Upon consideration of the first quarterly fee applications (collectively, the “Fee Applications”) of the professionals (collectively, the “Professionals”) employed by the above-captioned debtor and debtors in possession (collectively, the “Debtors”) and the Official Committee of Unsecured Creditors in the Debtors’ chapter 11 cases, a list of which is attached hereto as Exhibit A, for allowance of compensation and reimbursement of expenses on an interim basis; and it appearing to this Court that all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the expenses incurred were reasonable and necessary; and that the notices of the Applications were appropriate; and after due deliberation and sufficient good cause appearing therefor,

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.

IT IS HEREBY ORDERED THAT:

1. The Fee Applications are hereby APPROVED in the amounts set forth on Exhibit A.
2. The Professionals are granted allowance of compensation in the amounts set forth on Exhibit A.
3. The Professionals are allowed the reimbursement of reasonable and necessary expenses in the amounts set forth on Exhibit A.
4. The Debtors are authorized and directed to remit payment to the Professionals in the amounts set forth on Exhibit A, less all amounts previously paid on account of such fees and expenses.
5. This Order shall be deemed a separate order for each of the Professionals and the appeal of any order with respect to any of the Professionals shall have no effect on the authorized fees and expenses of any of the other Professionals.
6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: August ____, 2014
Wilmington, Delaware

Kevin J. Carey
United States Bankruptcy Judge

EXHIBIT A

Winston & Strawn LLP

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)¹	Amount of Holdback Fees Sought (20%)
2/18/14-3/31/14 6/3/14 D.I. 397	\$280,580.25	\$5,612.44	\$224,464.20	\$5,385.54 ¹	\$56,116.05
4/1/14-4/30/14 6/10/14 D.I. 417	\$168,126.00	\$4,339.61	\$134,500.80	\$3,880.71 ¹	\$33,625.20
5/1/14-5/31/14 7/16/14 D.I. 550	\$168,530.50	\$4,156.44	\$134,824.40	\$4,156.44	\$33,706.10
TOTAL	\$617,236.75	\$14,108.49	\$493,789.40	\$13,422.69	\$121,280.35²

Young Conaway Stargatt & Taylor, LLP

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
2/18/14-3/31/14 4/11/14 D.I. 200	\$142,153.50	\$11,927.65	\$113,722.80	\$11,927.65	\$28,430.70
4/1/14-4/30/14 5/13/14 D.I. 312	\$63,797.50	\$2,540.69	\$51,038.00	\$2,540.69	\$12,759.50
5/1/14-5/31/14 6/12/14 D.I. 425	\$88,307.00	\$2,841.60	\$70,645.60	\$2,841.60	\$17,661.40
TOTAL	\$294,258.00	\$17,309.94	\$235,406.40	\$17,309.94	\$58,851.60

¹ Winston & Strawn has voluntarily reduced its February/March 2014 expenses by \$226.90 and its April 2014 expenses by \$458.90 from the amounts initially requested in its monthly fee applications, in addition to other fee and expense reductions taken prior to submission of their monthly fee requests.

² Pursuant to the *Declaration of Daniel J. McGuire Regarding First Interim Quarterly Fee Requests of Debtors' Professionals* [D.I. 624], Winston & Strawn LLP has reduced its requested fees by \$2,107.00 and its requested expenses by \$60.00. for a combined total reduction of \$2,167.00.

City Capital Advisors, LLC

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
2/18/14-3/31/14 4/11/14 D.I. 201	\$60,000.00	\$2,112.28	\$48,000.00	\$2,112.28	12,000.00
3/29/14-4/28/14 5/14/14 D.I. 315	\$30,000.00	\$131.71	\$24,000.00	\$131.71	\$6,000.00
TOTAL	\$90,000.00	\$2,243.99	\$72,000.00	\$2,243.99	\$18,000.00

BMC Group, Inc.

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
4/1/14/4/30/14 5/30/14 D.I. 387	\$16,859.50	\$0.00	\$13,487.60	\$0.00	\$3,371.90
5/1/14-5/31/14 7/15/14 D.I. 542	\$1,398.50	\$47.20	\$1,118.80	\$47.20	\$279.70
TOTAL	\$18,258.00	\$47.20	\$14,606.40	\$47.20	\$3,651.60

Richards, Layton & Finger P.A.

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
2/27/14-3/31-14 4/25/14 D.I. 272	\$324,929.00	\$4,673.30	\$259,943.20	\$4,673.30	\$64,985.80
4/1/14-4/30/14 5/9/14 D.I. 307	\$103,672.00	\$3,466.83	\$82,937.60	\$3,466.83	\$20,734.40
5/1/14-5/31/14 6/13/14 D.I. 426	\$49,904.00	\$804.70	\$39,923.20	\$804.70	\$9,980.80
TOTAL	\$478,505.00	\$8,944.83	\$382,804.00	\$8,944.83	\$95,701.00

Triton Capital Partners, Ltd.

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
2/27/14-3/31-14 4/24/14 D.I. 270	\$135,210.00	\$3,123.04	\$108,168.00	\$3,123.04	\$27,042.00
4/1/14-4/30/14 5/12/14 D.I. 311	\$65,594.51	\$2,886.00	\$52,475.61	\$2,886.00	\$13,118.90
5/1/14-5/31/14 6/9/14 D.I. 415	\$9,725.42	\$0.00	\$7,780.33	\$0.00	\$1,945.09
TOTAL	\$210,529.93	\$6,009.04	\$168,423.94	\$6,009.04	\$42,105.99