

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re	:	Chapter 11
	:	
QUANTUM FOODS, LLC, <i>et al.</i> , ¹	:	Case No. 14-10318 (KJC)
	:	
Debtors.	:	Jointly Administered
	:	
	:	Ref. Docket Nos. 190 and 239
	:	Obj. Deadline: September 15, 2014 at 4:00 p.m. (ET)
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NOTICE OF FILING OF OCP DECLARATION

PLEASE TAKE NOTICE that on March 28, 2014, the above-captioned debtors and debtors in possession (the “Debtors”) filed *the Debtors’ Motion for an Order Under 11 U.S.C. §§ 105(a), 327, 330 and 331 Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business* [Docket No. 190] (the “OCP Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that on April 16, 2014, the Court entered an order approving the relief requested in the OCP Motion [Docket No. 239] (the “OCP Order”).² Among other things, the OCP Order provides that, prior to the receipt of payment for post-petition services rendered to the Debtors and expenses incurred, each Ordinary Course Professional shall file with the Court a declaration, substantially in the form attached to the OCP Order (the “OCP Declaration”), stating that such Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates regarding the matters upon which such professional is to be retained.

PLEASE TAKE FURTHER NOTICE that in accordance with the OCP Order, the Debtors hereby file the OCP Declaration of University Management Associates & Consultants Corp., a copy which is annexed hereto as Exhibit 1.

PLEASE TAKE FURTHER NOTICE that any objections (each, an “OCP Objection”) to the retention of University Management Associates & Consultants Corp. must be filed with the Court, and at the same time served upon the following parties, on or before **September 15, 2014 at 4:00 p.m. (prevailing Eastern Time)** (the “OCP Objection Deadline”):

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.

² All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the OCP Motion.

(i) co-counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: M. Blake Cleary, Esq.) and Winston & Strawn LLP, 35 W. Wacker Drive, Chicago, IL 60601-9703 (Attn: Daniel J. McGuire, Esq.); (ii) the Office of the United States Trustee, 844 King St., Suite 2207, Wilmington, DE 19801 (Attn: Richard Schepacarter Esq.); (iii) counsel to Crystal Financial, LLC, Riemer & Braunstein LLP, Three Center Plaza, Boston, MA 02108 (Attn: Davis S. Berman Esq.); (iv) counsel to the Creditors' Committee, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801 (Attn: Mark D. Collins, Esq.); and (v) CBIZ.

PLEASE TAKE FURTHER NOTICE THAT IF NO OCP OBJECTION IS RECEIVED ON OR BEFORE THE OCP OBJECTION DEADLINE, THE DEBTORS SHALL BE AUTHORIZED TO RETAIN AND PAY UNIVERSITY MANAGEMENT ASSOCIATES & CONSULTANTS CORP. IN THE MANNER PROVIDED FOR IN THE OCP ORDER.

Dated: August 29, 2014
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Andrew L. Magaziner

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