

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

QUANTUM FOODS, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 14-10318 (KJC)

Jointly Administered

Objection Deadline: September 23, 2014 at 4:00 p.m. (ET)

**FIFTH MONTHLY APPLICATION OF WINSTON & STRAWN 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:

Winston & Strawn 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:

\$88,041.00

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

\$2,359.10

This is an: X interim final 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.

Prior applications:

Date Filed / Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
6/3/14 397	February 18, 2014 through March 31, 2014	\$280,580.25	\$5,612.44	\$279,674.00	\$5,385.54
6/10/14 417	April 1, 2014 through April 30, 2014	\$168,126.00	\$4,339.61	\$168,126.00	\$3,880.71
7/16/14 550	May 1, 2014 through May 31, 2014	\$168,530.50	\$4,156.44	\$167,331.00	\$4,156.44
7/28/14 573	June 1, 2014 through June 30, 2014	\$169,745.50	\$2,970.82	\$135,796.40	\$2,970.82

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
Daniel J. McGuire	Partner since 2003. Joined firm as an associate in 1996. Member of IL Bar since 1997.	\$800.00 \$400.00	29.60 6.40	\$23,680.00 \$2,560.00
Eleni Kouimelis	Partner since 1995. Joined firm as an associate in 1989. Member of IL Bar since 1985.	\$760.00	0.50	\$380.00
Gregory M. Gartland	Joined firm as an associate in 2009. Member of IL Bar since 2009. Member of NY Bar since 2004.	\$665.00	49.30	\$32,784.50
Sean Wieber	Joined firm as an associate in 2007. Member of IL Bar since 2007.	\$645.00	20.90	\$13,480.50
Andrew D. Barr	Joined firm as an associate in 2013. Member of IL Bar since 2013.	\$425.00	14.60	\$6,205.00

Caitlin S. Barr	Joined firm as an associate in 2013. Member of IL Bar since 2013.	\$425.00	20.60	\$8,755.00
Michelle Kallick	Paralegal	\$245.00	0.80	\$196.00
Grand Total:			142.70	\$88,041.00
Blended Rate:		\$616.97		

INTERIM COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Asset Analysis and Recovery (B120)	16.80	\$9,562.00
Asset Disposition (B130)	48.10	\$29,392.50
Relief from Stay/Adequate Protection Proceedings (B140)	0.10	\$80.00
Meeting of and Communications with Creditors (B150)	5.20	\$3,458.00
Fee/Employment Applications (B160)	5.30	\$2,501.50
Assumption/Rejection of Leases and Contracts (B185)	5.80	\$3,764.00
Other Contested Matters (excluding assumption/rejection motions) (B190)	29.50	\$19,729.50
Non-Working Travel (B195)	6.40	\$2,560.00
Business Operations (B210)	3.20	\$2,128.00
Employee Benefits/Pensions (B220)	1.90	\$1,263.50
Financing/Cash Collateral (B230)	0.90	\$720.00
Real Estate (B250)	3.60	\$2,317.50
Claims Administration and Objections (B310)	15.90	\$10,564.50
TOTAL	142.70	\$88,041.00

INTERIM EXPENSE SUMMARY

Expenses Category	Total Expenses
Airfare	\$713.20
Telecommunications Services	\$173.12
Messenger Services	\$7.00
Media Duplication	\$30.00
Computer Docket System	\$6.00
Filing and Other Fees	\$167.84
Court Costs and Fees	\$51.00
Electronic Discovery Services	\$312.00
Lodging	\$483.17
Travel - Long Distance Transportation	\$300.40
Business Meals	\$81.10
Air Courier	\$7.19
Overtime Meals	\$27.08
TOTAL	\$2,359.10

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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 Winston & Strawn LLP as Attorneys for the Debtors, Nunc Pro Tunc to the Petition Date* [Docket No. 126] (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 Winston & Strawn LLP (“Winston & Strawn”) 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 \$88,041.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$2,359.10, for the interim period July 1, 2014 through and including July 31,

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2014 (the “Interim Fee Period”). In support of this Application, Winston & Strawn 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, Winston & Strawn 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 Winston & Strawn 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 Winston & Strawn 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 and expenses incurred during the Interim Fee Period, showing the amount of \$88,041.00 due for fees and \$2,359.10 for reimbursement of expenses.

5. The services rendered by Winston & Strawn 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.

6. Also included in Exhibit A is a detailed statement of expenses paid by Winston & Strawn during the Interim Fee Period, showing the amount of \$2,359.10 for reimbursement of expenses. This out-of-pocket disbursement sum is broken down into categories of charges, including, among other things, telecommunication services, travel

expenses, as well as expenses for “business meals.” A complete review by category of the expenses incurred for the Interim Fee Period may be found as set forth in Exhibit A.

7. Costs incurred for overtime and computer assisted research are not included in Winston & Strawn’s normal hourly billing rates and, therefore, are itemized and included in Winston & Strawn’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”), Winston & Strawn represents that its rate for duplication is \$0.08 per page, its rate for outgoing telecopier transmissions is \$0.08 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 Winston & Strawn have expended a total of 142.70 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 Winston & Strawn’s normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Winston & Strawn for the Interim Fee Period as counsel for the Debtors in these cases is \$88,041.00.

10. Winston & Strawn believes that the time entries and expense breakdown included in Exhibit A 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. Winston & Strawn has continued, and will continue, to perform additional necessary services for the Debtors subsequent to the Interim Fee Period, for which Winston & Strawn 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 B is the budget and staffing plan for Winston & Strawn approved by the Debtors for the Interim Fee Period.

CONCLUSION

WHEREFORE, Winston & Strawn requests that allowance be made to it in the sum of \$88,041.00 as compensation for necessary professional services rendered to the Debtors for the Interim Fee Period, and the sum of \$2,359.10 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: September 8, 2014
Wilmington, Delaware

WINSTON & STRAWN LLP

/s/ Daniel J. McGuire

Daniel J. McGuire
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*Counsel for Debtors and
Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
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VERIFICATION OF DANIEL J. MCGUIRE

1. I am a Partner in the applicant firm, Winston & Strawn LLP ("Winston & Strawn"), and have been admitted to appear before this Court *pro hac vice*.

2. I have personally performed many of the legal services rendered by Winston & Strawn 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 Winston & Strawn.

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

4. I have reviewed the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware and believe that the Application complies with Local Rule 2016-2.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: September 8, 2014


DANIEL J. MCGUIRE

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