UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Case No. 14-10318-KJC
Quantum Foods, LLC	)	
	)	Chapter 11
Debtor.	)	
	)	**Hearing Date: July 16, 2014 at 11:00a.m.**
	)	**Objection Deadline: July 9, 2014 at 4:00p.m.**
	)	

APPLICATION FOR ORDER ALLOWING ADMINISTRATIVE EXPENSE CLAIM AND DIRECTING IMMEDIATE PAYMENT OF SUCH CLAIM

FFE Transportation Services, Inc. ("FFE"), through counsel, and pursuant to 11 U.S.C. §§ 507(a)(2) and 503(b)(1), hereby files this Application for Order Allowing Administrative Expense Claim and Directing Immediate Payment of Such Claim (the "Application"), and in support thereof states as follows:

I. INTRODUCTION

1. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(B), and jurisdiction is proper before the Court pursuant to 28 U.S.C. § 1334.

2. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. On February 18, 2014 (the "Petition Date"), Quantum Foods, LLC (the "Debtor") filed a voluntary petition seeking relief pursuant to Chapter 11 of Title 11 of the United States Code (the "Code"). (Doc. No. 1.)

4. Pursuant to 11 U.S.C. §§ 1106 through 1108, the Debtor remains in possession of its bankruptcy estate and is acting as Trustee while operating its business.

5. FFE is a Delaware corporation and is a federally licensed motor carrier by authority issued by the Federal Motor Carrier Safety Administration ("FMCSA").

RECEIVED
JUN 20 2014
BMC GROUP

Quantum Foods POC
00149

6. Subsequent to the Petition Date, FFE primarily transported meat products from the Debtor to the Debtor's customers. Specifically, FFE transported 165 shipments for Debtor in interstate commerce between April 2014 and May 2014 all of which were accepted by Debtor. FFE invoiced Debtor for its services with respect to each shipment. With respect to each of the invoices, payment from the Debtor was due thirty days from the date of FFE's invoice (collectively, the transactions contemplated by these purchase orders are referred to herein as the "Shipments").

7. **Exhibit A** hereto is (a) a table summarizing the Shipments that provides the (i) invoice numbers; (ii) pro numbers; and (iii) bill dates.

8. As shown on **Exhibit A**, payment was due on each of the Shipments on or between April 2014 and June 16, 2014.

9. The total of the invoices related to the Shipments is $56,887.43, which remains unpaid to date.

II. ARGUMENT

10. FFE conferred a post-petition benefit to the estate through the transportation of food products to the Debtor, the expense of which is entitled to administrative-priority status pursuant to 11 U.S.C. § 503(b)(1).

11. Each of the Shipments took place in the ordinary course of the Debtor's business and in furtherance of that business. Accordingly, court approval for the Shipments was not required under 11 U.S.C. § 363(c).[1]

12. Section 503(b)(1)(A) states that "[a]fter notice and a hearing, there shall be allowed administrative expenses, other than claims allowed under section 502(f) of this title, including . . .the actual, necessary costs and expenses of preserving the estate including . . .

[1] "If the business of the debtor is authorized to be operated under section . . . 1108 . . . and unless the court orders otherwise, the trustee may enter into transactions, including the sale or lease of property of the estate, in the ordinary course of business, without notice or a hearing . . ." 11 U.S.C. § 363(c)(1).

wages, salaries, and commissions for services rendered after the commencement of the case". 11 U.S.C. § 503(b)(1)(A).

13. While § 503(b)(1) does not enumerate the manner of actual, necessary costs and expenses that the Shipments exemplify, courts have expanded § 503(b)(1) to cover these manner of services that benefit a debtor's estate. *See, e.g., In re Williams Furniture, Inc.*, 148 B.R. 799, 804 (Bankr. E.D. Va. 1992) ("Section 503(b)(1)(A) does not enumerate all the specific types of expenses which constitute 'the actual, necessary costs of preserving the estate.'"); *see generally In re Atlanta Retail, Inc.*, 287 B.R. 849 (Bankr. N.D. Ga. 2002) (granting creditor's application for allowance of administrative expense claim where creditor entered into cross-promotional marketing plan with retail Chapter 11 debtor).

14. "First, for an expense to be actual, it must arise from a post-petition transaction between the creditor and the debtor or trustee." *In re: O'Brien Envtl. Energy, Inc.*, 181 F. 3d 527, 532-533 (3d Cir. 1999).

15. "Second, for an expense to be necessary, it must confer a benefit on the estate." *In re: O'Brien Envtl. Energy, Inc.*, 181 F. 3d 527, 532-533 (3d Cir. 1999).

16. Each of the Shipments occurred after the Petition Date and, therefore, FFE necessarily contracted with the Debtor-In-Possession which operated the Debtor's business for the benefit of the estate. All of the products transported by FFE were delivered after the Petition Date and all services were performed post-petition.

17. As to the second part of the test, the Shipments conferred an actual and concrete benefit to the estate. FFE delivered to the Debtor products which helped enable the Debtor to continue to operate as a going concern. The Debtors attempted to sell substantially all of their assets at the outset of these cases, but the Debtors' proposed stalking horse bidder withdrew from the sale. Since that time, the Debtors have explored various options for selling the estates' assets

and the Debtors eventually determined that a dual-track process of both pursuing "turn-key"[2] sales and preparing for a possible liquidation was the best way to maximize value of their assets. The Court entered an order only recently approving the Debtors' dual-track process on June 3, 2014 [Docket No. 396]. Since that time various assets have been sold and liquidated.

18. FFE provided vital transportation services from April 14, 2014 to May 15, 2014, prior to the decision to liquidate and during the crucial marketing period for the Debtors' proposed sale of assets. FFE's services enhanced the going concern value of the Debtors and thus, enhanced the value of the estate, and allowed the Debtor to continue to pursue all options, including a sale of substantially all of its assets.

19. FFE conferred on the Debtor and the estate an "actual" benefit because FFE delivered products that the Debtor used in their continued operations.

20. By providing the Debtor with products, FFE enabled the Debtor to operate its business for a longer period of time and therefore realize greater proceeds for the estate and for the benefit of general unsecured creditors.

21. As to the issue of the timing of payment of the requested administrative expense claim, "[g]enerally courts have held that the timing for payment of administrative claims is a matter to be determined within the discretion of the bankruptcy court." 4-503 Collier on Bankruptcy, ¶503.03[2] (16th Ed.) (citing In re Midway Airlines Corp., 406 F.3d 229 (4th Cir. 2005)). "Factors influencing the exercise of this discretion may include the status of the case, the ability of the debtor to pay present claims, the particular needs of the administrative claimants and the possibility that future administrative claims may not be paid in full." Collier, at ¶ 503.03[2].

[2] The Debtors (a) pursued "turn-key" sales of groups of assets, on one track, and (b) at the same time retained Tiger Capital Group LLC to aid in marketing the "turn-key" strategy and Tiger Remarketing Services to prepare for a liquidation at public action if all the assets are not sold through "turn-key" sales. The "turn-key" strategy called for marketing the Debtors' facilities and equipment in one bulk sale so that a buyer may immediately begin a further protein processing operation.

22. Furthermore, the Debtor (a) has, upon information and belief, paid in the ordinary course of business its other vendors during this Chapter 11 case, and (b) has the funds available to pay FFE. Point in fact, the Debtors made a payment shortly before the filing of this motion in the amount of $48,191.00. Accordingly, the Court should exercise its discretion in favor of directing immediate payment of the requested administrative claim.

III. CONCLUSION

WHEREFORE, FFE Transportation Services, Inc. moves the Court for the entry of an Order that (a) grants this Application; (b) grants to FFE Transportation Services, Inc. an allowed administrative expense claim in an amount not less than $56,887.43; (c) authorizes and directs the Debtor to immediately pay such claim to FFE Transportation Services, Inc. pursuant to 11 U.S.C. §§ 507(a)(2) and 503(b)(1); and (d) grants other relief that the Court deems proper and just.

ELLIOTT GREENLEAF

Wilmington, DE
Dated: June 20, 2014

By: _____

Rafael X. Zahralddin-Aravena (DE Bar. No 4166)
Eric Sutty (DE Bar. No 4007)
Jonathan Stemerman (DE Bar. No 4510)
1000 West Street, Suite 1440
Wilmington, DE 19801
Tel: 302.384.9400
Fax: 302.384.9399
Email: rxza@elliottgreenleaf.com
Email: ems@elliottgreenleaf.com
Email: jms@elliottgreenleaf.com

and

John T. Husk, Esq. (VSB No. 32801)
Jeffrey E. Cox, Esq. (VSB No. 77857)
SEATON & HUSK, L.P.
2240 Gallows Road
Vienna, VA 22182

Counsel for FFE Transportation Services, Inc.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Case No. 14-10318-KJC
Quantum Foods, LLC	)	
	)	Chapter 11
Debtor.	)	
	)	**Hearing Date: July 16, 2014 at 11:00a.m.**
	)	**Objection Deadline: July 9, 2014 at 4:00p.m.**
	)	

NOTICE OF APPLICATION FOR ORDER ALLOWING ADMINISTRATIVE EXPENSE CLAIM AND DIRECTING IMMEDIATE PAYMENT OF SUCH CLAIM

TO: (i) the Office of the United States Trustee for the District of Delaware (ii) counsel to Debtors; (iii) the counsel to the Official Committee of Unsecured Creditors Committee; and (iv) all parties have that timely filed appearances pursuant to Bankruptcy Rule 2002.

PLEASE TAKE NOTICE that FFE Transportation Services, Inc., by and through its counsel, hereby submits the *Application for Order Allowing Administrative Expense Claim and Directing Immediate Payment of Such Claim* (the "Application") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware, 19801 (the "Bankruptcy Court"). The Application requests that transportation services performed post-petition that are in arrears be paid.

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be made in writing, filed with the Bankruptcy Court, and served upon, so as to actually be received by the undersigned, on or before **July 9, 2014 at 4:00 p.m. EST**.

PLEASE TAKE FURTHER NOTICE that if an objection is filed, a hearing on the Application may be held before the Honorable Kevin J. Carey, United States Bankruptcy Judge in the Bankruptcy Court, 824 Market Street, 5th Floor, Courtroom #5, Wilmington, Delaware 19801, on **July 16, 2014 at 11:00 a.m. EST**.

PLEASE TAKE FURTHER NOTICE that if no objection to the Application is timely filed in accordance with the above procedures, the Bankruptcy Court may enter an Order granting the relief sought in the Application without further notice or hearing.

ELLIOTT GREENLEAF

Wilmington, DE
Dated: June 20, 2014

By: _____

Rafael X. Zahralddin-Aravena (DE Bar. No 4166)
Eric Sutty (DE Bar. No 4007)
Jonathan Stemerman (DE Bar. No 4510)
1105 North Market Street, Suite 1700
Wilmington, DE 19801
Tel: 302.384.9400
Fax: 302.384.9399
Email: rxza@elliottgreenleaf.com
Email: ems@elliottgreenleaf.com
Email: jms@elliottgreenleaf.com

and

John T. Husk, Esq. (VSB No. 32801)
Jeffrey E. Cox, Esq. (VSB No. 77857)
SEATON & HUSK, L.P.
2240 Gallows Road
Vienna, VA 22182
Tel: 703-573-0700
Fax: 703-573-9786

Counsel for FFE Transportation Services, Inc.

EXHIBIT A

Name	Invoice #	Order #	Invoice Date	Ship Date	Invoice Amount	Yrs	Mo	Days
QUANTUM FOODS LLC	0005712208	4804896	4/14/2014	04/01/14	$ 583.05		2	04
QUANTUM FOODS LLC	0005712209	4809312	4/14/2014	04/04/14	$ 411.07		2	04
QUANTUM FOODS LLC	0005712210	4809437	4/14/2014	04/04/14	$ 1,261.68		2	04
QUANTUM FOODS LLC	0005712211	4809641	4/14/2014	04/04/14	$ 875.45		2	04
QUANTUM FOODS LLC	0005712212	4809696	4/14/2014	04/04/14	$ 588.22		2	04
QUANTUM FOODS LLC	0005712213	4809705	4/14/2014	04/04/14	$ 1,833.05		2	04
QUANTUM FOODS LLC	0005712214	4809813	4/14/2014	04/04/14	$ 302.64		2	04
QUANTUM FOODS LLC	0005712215	4809829	4/14/2014	04/04/14	$ 345.01		2	04
QUANTUM FOODS LLC	0005712216	4809889	4/14/2014	04/04/14	$ 260.78		2	04
QUANTUM FOODS LLC	0005712217	4810769	4/14/2014	04/04/14	$ 348.65		2	04
QUANTUM FOODS LLC	0005715915	4809009	4/17/2014	04/03/14	$ 796.68		2	01
QUANTUM FOODS LLC	0005715916	4810406	4/17/2014	04/04/14	$ 544.49		2	01
QUANTUM FOODS LLC	0005715914	A810785	4/17/2014	04/10/14	$ 380.28		2	01
QUANTUM FOODS LLC	0005717107	4809431	4/18/2014	04/04/14	$ 962.91		2	00
QUANTUM FOODS LLC	0005717108	4809833	4/18/2014	04/04/14	$ 357.50		2	00
QUANTUM FOODS LLC	0005717109	4809845	4/18/2014	04/04/14	$ 209.17		2	00
QUANTUM FOODS LLC	0005717110	4812468	4/18/2014	04/07/14	$ 446.62		2	00
QUANTUM FOODS LLC	0005717111	4812608	4/18/2014	04/08/14	$ 1,721.20		2	00
QUANTUM FOODS LLC	0005717112	4814609	4/18/2014	04/11/14	$ 785.60		2	00
QUANTUM FOODS LLC	0005717113	4815720	4/18/2014	04/11/14	$ 386.17		2	00
QUANTUM FOODS LLC	0005717114	4818779	4/18/2014	04/11/14	$ 541.45		2	00
QUANTUM FOODS LLC	0005718952	4816266	4/21/2014	04/09/14	$ 863.85		1	27
QUANTUM FOODS LLC	0005718942	4814570	4/21/2014	04/10/14	$ 604.25		1	27
QUANTUM FOODS LLC	0005718943	4814571	4/21/2014	04/10/14	$ 453.62		1	27
QUANTUM FOODS LLC	0005718944	4814582	4/21/2014	04/11/14	$ 909.44		1	27
QUANTUM FOODS LLC	0005718946	4814621	4/21/2014	04/11/14	$ 1,079.00		1	27
QUANTUM FOODS LLC	0005718947	4815716	4/21/2014	04/11/14	$ 380.38		1	27
QUANTUM FOODS LLC	0005718948	4815722	4/21/2014	04/11/14	$ 326.51		1	27
QUANTUM FOODS LLC	0005718949	4815734	4/21/2014	04/11/14	$ 258.31		1	27
QUANTUM FOODS LLC	0005718950	4815763	4/21/2014	04/11/14	$ 304.69		1	27
QUANTUM FOODS LLC	0005718951	4815764	4/21/2014	04/11/14	$ 358.98		1	27
QUANTUM FOODS LLC	0005718953	4818541	4/21/2014	04/11/14	$ 686.40		1	27
QUANTUM FOODS LLC	0005718945	4814613	4/21/2014	04/15/14	$ 584.16		1	27
QUANTUM FOODS LLC	0005720436	4809422	4/22/2014	04/04/14	$ 1,188.42		1	26
QUANTUM FOODS LLC	0005720437	4810752	4/22/2014	04/04/14	$ 1,308.14		1	26
QUANTUM FOODS LLC	0005722021	4791792	4/23/2014	03/18/14	$ 26.53		1	25
QUANTUM FOODS LLC	0005722022	4800106	4/23/2014	03/25/14	$ 57.03		1	25
QUANTUM FOODS LLC	0005722023	4810790	4/23/2014	04/04/14	$ 332.80		1	25
QUANTUM FOODS LLC	0005722024	4812469	4/23/2014	04/07/14	$ 817.71		1	25
QUANTUM FOODS LLC	0005722025	4814585	4/23/2014	04/11/14	$ 897.18		1	25
QUANTUM FOODS LLC	0005722026	4814590	4/23/2014	04/11/14	$ 558.38		1	25
QUANTUM FOODS LLC	0005722027	4814593	4/23/2014	04/11/14	$ 598.35		1	25
QUANTUM FOODS LLC	0005722028	4815652	4/23/2014	04/11/14	$ 404.24		1	25
QUANTUM FOODS LLC	0005722029	4815665	4/23/2014	04/11/14	$ 361.43		1	25
QUANTUM FOODS LLC	0005722030	4815770	4/23/2014	04/11/14	$ 377.30		1	25
QUANTUM FOODS LLC	0005722031	4825026	4/23/2014	04/16/14	$ 1,515.80		1	25
QUANTUM FOODS LLC	0005723503	4814600	4/24/2014	04/11/14	$ 518.28		1	24
QUANTUM FOODS LLC	0005723504	4815757	4/24/2014	04/11/14	$ 288.86		1	24
QUANTUM FOODS LLC	0005723505	4815762	4/24/2014	04/11/14	$ 437.09		1	24
QUANTUM FOODS LLC	0005723506	4815771	4/24/2014	04/11/14	$ 547.04		1	24
QUANTUM FOODS LLC	0005725092	4810767	4/25/2014	04/04/14	$ 658.05		1	23

Name	Invoice #	Order #	Invoice Date	Ship Date	Invoice Amount	Yrs	Mo	Days
QUANTUM FOODS LLC	0005725093	4814618	4/25/2014	04/11/14	$ 328.38	1	2	3
QUANTUM FOODS LLC	0005725094	4814624	4/25/2014	04/11/14	$ 2,456.39	1	2	3
QUANTUM FOODS LLC	0005725095	4815677	4/25/2014	04/11/14	$ 388.81	1	2	3
QUANTUM FOODS LLC	0005725096	4815727	4/25/2014	04/11/14	$ 363.05	1	2	3
QUANTUM FOODS LLC	0005725097	4815728	4/25/2014	04/11/14	$ 374.33	1	2	3
QUANTUM FOODS LLC	0005725098	4815729	4/25/2014	04/11/14	$ 243.89	1	2	3
QUANTUM FOODS LLC	0005725100	4825030	4/25/2014	04/16/14	$ 219.31	1	2	3
QUANTUM FOODS LLC	0005725099	4822015	4/25/2014	04/17/14	$ 236.47	1	2	3
QUANTUM FOODS LLC	0005726672	4803876	4/28/2014	03/28/14	$ 591.51	1	2	0
QUANTUM FOODS LLC	0005726673	4814605	4/28/2014	04/11/14	$ 828.75	1	2	0
QUANTUM FOODS LLC	0005726674	4814620	4/28/2014	04/11/14	$ 945.27	1	2	0
QUANTUM FOODS LLC	0005726675	4815726	4/28/2014	04/11/14	$ 523.69	1	2	0
QUANTUM FOODS LLC	0005726676	4816777	4/28/2014	04/11/14	$ 1,187.55	1	2	0
QUANTUM FOODS LLC	0005726677	4821178	4/28/2014	04/17/14	$ 1,975.99	1	2	0
QUANTUM FOODS LLC	0005726678	4825336	4/28/2014	04/17/14	$ 624.32	1	2	0
QUANTUM FOODS LLC	0005726679	4826144	4/28/2014	04/17/14	$ 460.02	1	2	0
QUANTUM FOODS LLC	0005728201	4793374	4/29/2014	03/20/14	$ 1,026.73	1	1	9
QUANTUM FOODS LLC	0005728202	4809008	4/29/2014	04/11/14	$ 501.70	1	1	9
QUANTUM FOODS LLC	0005728203	4814598	4/29/2014	04/11/14	$ 487.45	1	1	9
QUANTUM FOODS LLC	0005728204	4814612	4/29/2014	04/11/14	$ 219.31	1	1	9
QUANTUM FOODS LLC	0005728205	4815725	4/29/2014	04/11/14	$ 481.62	1	1	9
QUANTUM FOODS LLC	0005728208	4825028	4/29/2014	04/16/14	$ 408.34	1	1	9
QUANTUM FOODS LLC	0005728206	4821761	4/29/2014	04/17/14	$ 762.48	1	1	9
QUANTUM FOODS LLC	0005728207	4822152	4/29/2014	04/17/14	$ 510.15	1	1	9
QUANTUM FOODS LLC	0005729753	4821750	4/30/2014	04/17/14	$ 457.67	1	1	8
QUANTUM FOODS LLC	0005729754	4821758	4/30/2014	04/17/14	$ 357.50	1	1	8
QUANTUM FOODS LLC	0005729755	4822012	4/30/2014	04/17/14	$ 230.36	1	1	8
QUANTUM FOODS LLC	0005729756	4822150	4/30/2014	04/17/14	$ 337.35	1	1	8
QUANTUM FOODS LLC	0005729757	4822154	4/30/2014	04/17/14	$ 260.31	1	1	8
QUANTUM FOODS LLC	0005729759	4826180	4/30/2014	04/17/14	$ 1,226.65	1	1	8
QUANTUM FOODS LLC	0005729758	4822686	4/30/2014	04/22/14	$ 664.24	1	1	8
QUANTUM FOODS LLC	0005744647	4837531	5/14/2014	05/02/14	$ 1,579.60	1	0	4
QUANTUM FOODS LLC	0005744648	4838890	5/14/2014	05/02/14	$ 337.35	1	0	4
QUANTUM FOODS LLC	0005746153	4830282	5/15/2014	04/25/14	$ 4.06	1	0	3
QUANTUM FOODS LLC	0005746154	4832795	5/15/2014	04/25/14	$ 89.86	1	0	3
QUANTUM FOODS LLC	0005746155	4837527	5/15/2014	05/01/14	$ 1,485.34	1	0	3
QUANTUM FOODS LLC	0005746156	4838902	5/15/2014	05/02/14	$ 634.21	1	0	3
QUANTUM FOODS LLC	0005746157	4838914	5/15/2014	05/02/14	$ 464.96	1	0	3
QUANTUM FOODS LLC	0005746158	4838925	5/15/2014	05/02/14	$ 339.63	1	0	3
QUANTUM FOODS LLC	0005746159	4838955	5/15/2014	05/02/14	$ 300.26	1	0	3
QUANTUM FOODS LLC	0005746160	4838959	5/15/2014	05/02/14	$ 328.68	1	0	3
					$ 56,887.43			

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	
Quantum Foods, LLC	Case No. 14-10318-KJC
Debtor.	Chapter 11
	Re: Docket No. _____

ORDER ALLOWING ADMINISTRATIVE EXPENSE CLAIM AND DIRECTING IMMEDIATE PAYMENT OF SUCH CLAIM

AND NOW, upon the Application of FFE Transportation Services, Inc. ("FFE") for an Order Allowing Administrative Expense Claim and Directing Immediate Payment of Such Claim (the "Application") and any responses thereto, if any; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157(b)(2) and 1334; and this being a core proceeding in accordance with 28 U.S.C. § 157(b); and adequate and sufficient notice of the Application having been given to all parties in interest in these cases and all interested parties having been afforded an adequate opportunity to be heard with respect to the Motion; and it appearing that there is good cause for the relief requested in the Motion; and, after due deliberation, sufficient cause appearing therefore:

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED;

2. FFE's administrative claim in the amount of $56,887.43 is allowed;

3. The Debtor is authorized and directed to immediately pay $56,887.43 to FFE within seven (7) business days of the entry of this order; and

4. This Court shall retain jurisdiction to enforce the terms of this Order.

Dated:

Honorable Kevin J. Carey
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Case No. 14-10318-KJC
Quantum Foods, LLC	)	
	)	Chapter 11
Debtor.	)	
	)	
	)	

CERTIFICATE OF SERVICE

I, Rafael X. Zahralddin-Aravena, hereby certify that I caused a true and correct copy of the *Application for Order Allowing Administrative Expense Claim and Directing Immediate Payment of Such Claim* to be served on June 20, 2014, upon those parties listed on the attached service list via First Class Mail.

ELLIOTT GREENLEAF

Wilmington, DE
Dated: June 20, 2014

By: _____

Rafael X. Zahralddin-Aravena (DE Bar. No 4166)
1105 North Market Street, Suite 1700
Wilmington, DE 19801
Tel: 302.384.9400
Fax: 302.384.9399
Email: rxza@elliottgreenleaf.com

M. Blake Cleary
Kenneth J. Enos
Andrew L. Magaziner
Young Conaway Stargatt & Taylor LLP
Rodney Square
1000 North King Street
Wilmington, DE 19801

Daniel J. McGuire
Gregory M. Gartland
Caitlin S. Barr
Winston & Strawn LLP
35 West Wacker Drive
Chicago, IL 60601

Richard L. Schepacarter
Office of the U.S. Trustee
844 King Street, Suite 2207
Lockbox #35
Wilmington, DE 19801-0035

Mark D. Collins
Russell C. Silberglied
Michael J. Merchant
Christopher M. Samis
Richards Layton & Finger P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801

Thomas J. Angell
Jacobs Burns Orlove & Hernandez
150 North Michigan Avenue, Suite 1000
Chicago, IL 60601

Susan E. Kaufman
Cooch & Taylor P.A.
1000 West Street, 10th Floor
The Brandywine Building
Wilmington, DE 19899

Kathleen A. Murphy
Buchanan Ingersoll & Rooney PC
1105 North Market Street, Suite 1900
Wilmington, DE 19801

ConAgra Foods Inc.
Attn: Todd Banchor
One ConAgra Dr-1/220
Omaha, NE 68102

Richard L. Hutson
Weinstock Friedman & Friedman P.A.
4 Reservoir Circle
Baltimore, MD 21208

Nicola G. Suglia
Allison L. Domowitch
Fleischer Fleischer & Suglia
Plaza 1000 at Main Street, Suite 208
Vorhees, NJ 08043

Missouri Department of Revenue
Bankruptcy Unit
Attn: Sheryl L. Moreau
P.O. Box 475
Jefferson City, MO 65105-0475

William E. Chipman, Jr.
Cousins Chipman & Brown LLP
1007 North Orange Street, Suite 1110
Wilmington, DE 19801

James A. McCullough, II
Brunini Grantham Grower & Hewes PLLC
The Pinnacle Building, Suite 100
190 East Capitol Street
Jackson, MS 39201

Robert E. Greenberg
Thomas F. Murphy
Lindsay A. Thompson
Friedlander Misler, PLLC
5335 Wisconsin Avenue, N.W.
Suite 600
Washington, DC 20015

Kurt F. Gwynne
Lucy Qiu
Reed Smith LLP
1201 N. Market Street, Suite 1500
Wilmington, DE 19801

Steven K. Kortanek
Morgan L. Patterson
Womble Carlyle Sandridge & Rice LLP
222 Delaware Avenue, Suite 1601
Wilmington, DE 19801

Donald E. Rothman
Paul S. Samson
Riemer & Braunstein LLP
3 Center Plaza
Boston, MA 02108

Matthew P. Austria
Werb & Sullivan
300 Delaware Avenue, Suite 1300
Wilmington, DE 19801

Jesse N. Silverman
Dilworth Paxon LLP
One Custom House, Suite 500
704 King Street
Wilmington, DE 19801

Susan N.K. Gummow
John Eggum
Foran Glennon Palandeck Ponzi & Rudloff PC
222 North LaSalle Street, Suite 1400
Chicago, IL 60601

Moses & Singer LLP
Attn: James M. Sullivan
The Chrysler Building
405 Lexington Avenue
New York, NY 10174

Eric S. Goldstein
Shipman & Goodwin LLP
One Constitution Plaza
Hartford, CT 06103-1919

Lucian B. Murley
Saul Ewing LLP
222 Delaware Avenue, Suite 1200
P.O. Box 1266
Wilmington, DE 19899

Stephen B. Ravin
Saul Ewing LLP
One Riverfront Plaza, Suite 1520
Newark, NJ 07102-5426

William J. Barrett
Barack Ferrazzano Kirschbaum & Nagelberg LLP
200 West Madison Street, Suite 3900
Chicago, IL 60606

American Express Bank FSB
c/o Becket and Lee LLP
P.O. Box 3001
Malvern, PA 19355-0701

Sandra G.M. Selzer
Greenberg Traurig LLP
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801

Nancy A. Peterman
Greenberg Traurig LLP
77 West Wacker Drive, Suite 3100
Chicago, IL 60601

Kathleen M. Miller
Smith Katzenstein & Jenkins LLP
800 Delaware Avenue, Suite 1000
P.O. Box 410
Wilmington, DE 19899