

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor (please check)

Quantum Foods, LLC, et al.

Case Number:

14-10318

Claim # 238

NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.

Name of Creditor (The person or other entity to whom the debtor owes money or property)

Applied Industrial Technologies, Inc.

RECEIVED

COURT USE ONLY

Name and address where notices should be sent:

One Applied Plaza  
Cleveland, OH 44115-5056  
Attention: Dianne Misenko

OCT 21 2014

BMC GROUP

Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: \_\_\_\_\_ (if known)

Filed on: \_\_\_\_\_

Telephone number: 216-426-4512 email: dmisenko@applied.com

Name and address where payment should be sent (if different from above):

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Telephone number: \_\_\_\_\_ email: \_\_\_\_\_

1. Amount of Claim as of Date Case Filed: \$ 46,259.34

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes all interest or additional charges.

Section 503(b)(9) Claim Amount of Claim that qualifies as a Section 503(b)(9) Claim: \$ 3,324.61

Check this box if your claim is for the value of goods received by the debtor within twenty (20) days prior to 1/29/14 (the "Petition Date"), pursuant to 11 U.S.C. 503(b)(9).

2. Basis for Claim: Goods sold.

(See instruction #2)

3. Last four digits of any number by which creditor identifies debtor: \_\_\_\_\_

3a. Debtor may have scheduled account as: \_\_\_\_\_

3b. Uniform Claim Identifier (optional) \_\_\_\_\_

(See instruction #3a)

(See instruction #3b)

4. Secured claim: (See instruction #4)

Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.

Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:

\$ \_\_\_\_\_

Nature of property or right of setoff:  Real Estate  Motor Vehicle  Other Describe:

Basis for perfection: \_\_\_\_\_

Value of Property: \$ \_\_\_\_\_ Annual Interest Rate \_\_\_\_\_ %  Fixed or  Variable (when case was filed)

Amount of Secured Claim: \$ \_\_\_\_\_

Amount Unsecured: \$ \_\_\_\_\_

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any part of the claim falls in one of the following categories, check the box specifying the Priority and state the amount.

Domestic support obligations under - 11 U.S.C. §507(a)(1)(A) or (a)(1)(B)

Wages, salaries, or commissions (up to \$12,475\*), earned within 180 days before the case was filed or the debtor's business ceased, which is earlier - 11 U.S.C. §507(a)(4)

Contributions to an employee benefit plan - 11 U.S.C. §507(a)(5)

Amount entitled to priority:

Up to \$2,775\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507(a)(7)

Taxes or penalties owed to governmental units - 11 U.S.C. §507(a)(8)

Other - Specify applicable paragraph of 11 U.S.C. §507(a)(\_\_\_\_).

\$ \_\_\_\_\_

\*Amounts are subject to adjustment on 4/1/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

Quantum Foods POC



90043

7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  
If the documents are not available, please explain:


8. Signature: (See instruction #8)

Check the appropriate box.

I am the creditor.     I am the creditor's authorized agent.     I am the trustee, or the debtor, or their authorized agent.     I am a guarantor, surety, indorser, or other codebtor (See Bankruptcy Rule 3005.)  
(See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Fred D. Bauer  
Title: Vice President  
Company: Applied Industrial Technologies  
Address and telephone number (if different from notice address above):  
\_\_\_\_\_  
\_\_\_\_\_

  
(Signature)

10/17/2014  
(Date)

Telephone number: 216-426-4753 email: fbauer@applied.com

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§152 and 3571.

### INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

#### Items to be completed in Proof of Claim form

#### Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

#### Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

#### 1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

#### 2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

#### 3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

#### 3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

#### 3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

#### 4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the

claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

#### 5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

#### 6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

#### 7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

#### 8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

CUSTOMER #: 3612300 E0361

STATEMENT OF ACCOUNT

gadamiak@quantumfoods.com  
 QUANTUM FOODS INC.  
 750 S. SCHMIDT RD.  
 BOLINGBROOK IL 60440

Remit To: Applied Industrial Technologies  
 22510 Network Place  
 Chicago IL 60673-1225

Page - 1  
 Date - 02/21/14  
 Account - 36123005  
 Statement No - 5023258  
 Branch - Joliet  
 Phone # - (815) 725-1424

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
3612336	08/12/13	79130	28.66	.00	.00	.00	28.66
36179673	08/16/13	G2129	23.37	.00	.00	.00	23.37
36179714	08/21/13	G2188	213.17	.00	.00	.00	213.17
36175721	08/27/13	G2198	611.83	.00	.00	.00	611.83
36179767	08/27/13	G2227	510.34	.00	.00	.00	510.34
36179797	08/28/13	G2265	1,099.51	.00	.00	.00	1,099.51
36179799	08/28/13	G2266	487.42	.00	.00	.00	487.42
36179815	08/29/13	G2294	381.47	.00	.00	.00	381.47
36179774	09/04/13	G2235	775.47	.00	.00	.00	775.47
36179784	09/04/13	G2248	1,408.02	.00	.00	.00	1,408.02
36179847	09/05/13	G2348	268.44	.00	.00	.00	268.44
36179859	09/05/13	GC2358	52.16	.00	.00	.00	52.16
36179860	09/05/13	GC2357	453.10	.00	.00	.00	453.10
36179882	09/06/13	G2393	125.37	.00	.00	.00	125.37
36179471	09/09/13	G1398	280.95	.00	.00	.00	280.95
36179892	09/10/13	G2403	1,878.56	.00	.00	.00	1,878.56
36179928	09/10/13	G2448	510.34	.00	.00	.00	510.34
36179863	09/12/13	GC2365	172.36	.00	.00	.00	172.36
36179943	09/12/13	G2464	257.65	.00	.00	.00	257.65
36179979	09/17/13	G2515	1,363.37	.00	.00	.00	1,363.37
36179917	09/20/13	G2436	261.38	.00	.00	.00	261.38
36179931	09/20/13	G2521	199.57	.00	.00	.00	199.57
36180025	09/20/13	G2608	84.41	.00	.00	.00	84.41
36180020	09/23/13	GC2599	816.18	.00	.00	.00	816.18
36180034	09/23/13	G2608	978.17	.00	.00	.00	978.17
36180014	09/25/13	G2572	602.68	.00	.00	.00	602.68
36180053	09/25/13	GC2655	1,212.45	.00	.00	.00	1,212.45
36180061	09/25/13	G2464	207.27	.00	.00	.00	207.27
36180073	09/25/13	GC2365	71.84	.00	.00	.00	71.84
36180090	09/30/13	G2711	148.67	.00	.00	.00	148.67
36180099	09/30/13	GC2732	307.98	.00	.00	.00	307.98
36180110	10/01/13	GC2599	2,641.22	.00	.00	.00	2,641.22
36180194	10/10/13	G2875	157.27	.00	.00	.00	157.27

CONTINUED

B

CUSTOMER #: 3612300 E0361

STATEMENT OF ACCOUNT

gadamiak@quantumfoods.com

QUANTUM FOODS INC.  
750 S. SCHMIDT RD.  
BOLINGBROOK IL 60440

Remit To: Applied Industrial Technologiss  
22510 Network Place  
Chicago IL 60673-1225

Page - 2  
Date - 02/21/14  
Account - 3612300S  
Statement No - 5023258  
Branch - Joliet  
Phone # - (815) 725-1424

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
36180197	10/10/13	G2885	354.47	.00	.00	.00	354.47
36180207	10/10/13	G2897	510.34	.00	.00	.00	510.34
36180148	10/11/13	G2806	113.98	.00	.00	.00	113.98
36180196	10/11/13	G2872	18.65	.00	.00	.00	18.65
36180205	10/11/13	G2890	199.57	.00	.00	.00	199.57
36180216	10/11/13	G2893	670.39	.00	.00	.00	670.39
36180217	10/14/13	G2895	481.26	.00	.00	.00	481.26
36180218	10/15/13	G2900	299.16	.00	.00	.00	299.16
36180202	10/16/13	G2727	106.68	.00	.00	.00	106.68
36180206	10/17/13	G2893	459.74	.00	.00	.00	459.74
36180267	10/17/13	GC2963	109.38	.00	.00	.00	109.38
36180291	10/21/13	GC2998	147.87	.00	.00	.00	147.87
36180304	10/22/13	G3034	397.37	.00	.00	.00	397.37
36180307	10/23/13	GC3037	622.38	.00	.00	.00	622.38
36180313	10/23/13	G3051	212.65	.00	.00	.00	212.65
36180317	10/23/13	G3039	71.97	.00	.00	.00	71.97
36179942	10/28/13	G2462	532.36	.00	.00	.00	532.36
36180322	10/26/13	G3039	268.52	.00	.00	.00	268.52
36180353	10/29/13	G3093	252.48	.00	.00	.00	252.48
36180356	10/29/13	G3124	305.93	.00	.00	.00	305.93
36180357	10/29/13	G3125	343.02	.00	.00	.00	343.02
36180371	10/30/13	G3136	510.34	.00	.00	.00	510.34
36180379	10/30/13	G3146	354.47	.00	.00	.00	354.47
36180284	11/04/13	G2991	113.98	.00	.00	.00	113.98
36180399	11/04/13	G3172	21.03	.00	.00	.00	21.03
36180407	11/04/13	GC3176	593.71	.00	.00	.00	593.71
36180465	11/07/13	GC3237	243.78	.00	.00	.00	243.78
36180487	11/12/13	G3291	24.19	.00	.00	.00	24.19
36180107	11/13/13	GC2743	436.57	.00	.00	.00	436.57
36180499	11/13/13	R4928	261.78	.00	.00	.00	261.78
36180502	11/13/13	G3308	895.59	.00	.00	.00	895.59
36180509	11/14/13	G3326	510.34	.00	.00	.00	510.34
36180540	11/15/13	GC2998	62.55	.00	.00	.00	62.55

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B

CUSTOMER #: 3612300 E0361

STATEMENT OF ACCOUNT

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 QUANTUM FOODS INC.  
 750 S. SCHMIDT RD.  
 BOLINGBROOK IL 60440

Remit To: Applied Industrial Technologies  
 22510 Network Place  
 Chicago IL 60673-1225

Page - 3  
 Date - 02/21/14  
 Account - 36123005  
 Statement No - 5023358  
 Branch - Joliet  
 Phone # - (815) 725-1424

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
36180541	11/18/13	R4928	1,454.30	.00	.00	.00	1,454.30
36180552	11/18/13	R4928	738.13	.00	.00	.00	738.13
36180510	11/19/13	R4930	904.14	.00	.00	.00	904.14
36180503	11/20/13	G3307	81.50	.00	.00	.00	81.50
36180620	11/26/13	G3458	182.05	.00	.00	.00	182.05
36180642	11/29/13	GC3491	114.35	.00	.00	.00	114.35
36180652	12/03/13	G3508	133.53	.00	.00	.00	133.53
36180656	12/04/13	GC3515	525.87	.00	.00	.00	525.87
36180666	12/04/13	G3532	511.84	.00	.00	.00	511.84
36180670	12/04/13	G3537	192.57	.00	.00	.00	192.57
36180695	12/06/13	GC3558	124.42	.00	.00	.00	124.42
36180736	12/11/13	GC3594	14.13	.00	.00	.00	14.13
36180794	12/16/13	GC3515	123.99	.00	.00	.00	123.99
36180818	12/17/13	G3687	511.84	.00	.00	.00	511.84
36180817	12/18/13	G3680	347.17	.00	.00	.00	347.17
36180819	12/19/13	G3691	132.62	.00	.00	.00	132.62
36180832	12/19/13	G3706	52.28	.00	.00	.00	52.28
36180846	12/19/13	G3727	20.79	.00	.00	.00	20.79
36180847	12/20/13	GC3726	27.78	.00	.00	.00	27.78
36180850	12/20/13	G3726	309.63	.00	.00	.00	309.63
36180853	12/20/13	G3735	39.99	.00	.00	.00	39.99
36180855	12/20/13	G3730	850.51	.00	.00	.00	850.51
36180856	12/20/13	G3731	471.50	.00	.00	.00	471.50
36180866	12/23/13	G3753	204.15	.00	.00	.00	204.15
36180882	12/24/13	G3783	158.87	.00	.00	.00	158.87
36180902	12/26/13	GC3594	100.57	.00	.00	.00	100.57
3612363	01/29/14	80952	154.38	.00	.00	.00	154.38
36180867	12/31/13	G3758	215.17	.00	.00	.00	215.17
36180873	12/31/13	R4938	170.75	.00	.00	.00	170.75
36180918	12/31/13	G3803	351.37	.00	.00	.00	351.37
36180922	01/03/14	G3820	34.79	.00	.00	.00	34.79
36180924	01/03/14	G3824	448.72	.00	.00	.00	448.72
36180950	01/06/14	G3867	535.34	.00	.00	.00	535.34

CONTINUED

CUSTOMER #: 3612300 E0361

STATEMENT OF ACCOUNT

gadamiak@quantumfoods.com

QUANTUM FOODS INC.  
750 S. SCHMIDT RD.  
BOLINGBROOK IL 60440

Remit To: Applied Industrial Technologies  
22510 Network Place  
Chicago IL 60673-1225

Page - 4  
Date - 02/21/14  
Account - 36123003  
Statement No - 5023358  
Branch - Joliet  
Phone # - (815) 725-1424

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
36180865	01/07/14	G3723	236.97	.00	.00	.00	236.97
36180951	01/07/14	G3869	153.92	.00	.00	.00	153.92
36180952	01/07/14	G3870	177.15	.00	.00	.00	177.15
36180936	01/08/14	G3852	541.74	.00	.00	.00	541.74
36180830	01/09/14	GC3702	1,575.86	.00	.00	.00	1,575.86
36180969	01/09/14	G3803	156.77	.00	.00	.00	156.77
36180977	01/13/14	R4945	112.01	.00	.00	.00	112.01
36180916	01/20/14	G3804	692.31	.00	.00	.00	692.31
36181086	01/23/14	1634	127.21	.00	.00	.00	127.21
36181122	01/27/14	R4947	37.38	.00	.00	.00	37.38
36181130	01/28/14	1636	153.32	.00	.00	.00	153.32
36180734	01/30/14	G3603	284.90	.00	.00	.00	284.90
36181164	01/30/14	1636	95.51	.00	.00	.00	95.51
36180776	01/31/14	GC3627	125.92	.00	.00	.00	125.92
36181205	02/04/14	G3943	535.34	.00	.00	.00	535.34
36181206	02/04/14	G3939	409.43	.00	.00	.00	409.43
36181207	02/04/14	G3938	573.11	.00	.00	.00	573.11
36181213	02/05/14	G3941	38.49	.00	.00	.00	38.49
36181269	02/10/14	R4956	196.20	.00	.00	.00	196.20
36181283	02/11/14	G3977	253.44	.00	.00	.00	253.44
36181284	02/11/14	G3978	277.72	.00	.00	.00	277.72
36181305	02/13/14	A3984	71.53	.00	.00	.00	71.53
36181333	02/17/14	G3992	104.28	.00	.00	.00	104.28
36181334	02/17/14	G3991	154.37	.00	.00	.00	154.37
36181335	02/17/14	G3993	204.37	.00	.00	.00	204.37
36180949	02/19/14	G3868	150.88	.00	.00	.00	150.88
36181301	02/19/14	R4957	36.74	.00	.00	.00	36.74
36181337	02/19/14	G3995	73.38	.00	.00	.00	73.38
36181338	02/19/14	G3998	211.78	.00	.00	.00	211.78
36181365	02/19/14	G4013	503.12	.00	.00	.00	503.12
36181364	02/19/14	G4011	341.07	.00	.00	.00	341.07
36181365	02/19/14	G4010	160.57	.00	.00	.00	160.57
36181370	02/20/14	G3972	300.80	.00	.00	.00	300.80

503(b)(9)

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CUSTOMER #: 3612300 E0361

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STATEMENT OF ACCOUNT
   
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gadamiak@quantumfoods.com
   
QUANTUM FOODS INC.
   
750 E. SCHMIDT RD.
   
BOLINGBROOK IL 60440

Remit To: Applied Industrial Technologies
   
22510 Network Place
   
Chicago IL 60673-1225

Page - 5
   
Date - 02/21/14
   
Account - 3612300S
   
Statement No - 5023358
   
Branch - Joliet
   
Phone # - (815) 735-1424

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
36181325	02/20/14	A3989	228.13	.00	.00	.00	228.13
36181362	02/20/14	G4009	183.17	.00	.00	.00	183.17
36181370	02/20/14	G4017	107.98	.00	.00	.00	107.98
		USD United States D	48,558.96	.00	.00	.00	48,558.96

46259.34

ACCOUNT AGING

Current	1 - 30	31 - 60	61 - 90	Over 90
5,942.14	5,712.08	4,686.86	8,908.71	23,309.17

TOTAL CURRENT BALANC

~~48,558.96~~
  
CONTINUED

46259.34

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE **COPY** PROOF OF CLAIM

Name of Debtor (please check)

Quantum Foods, LLC, et al.

Case Number:

14-10318

*NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.*

Name of Creditor (The person or other entity to whom the debtor owes money or property)

Applied Industrial Technologies, Inc.

Name and address where notices should be sent:

One Applied Plaza  
Cleveland, OH 44115-5056  
Attention: Dianne Misenko

Telephone number: 216-426-4512 email: dmisenko@applied.com

Name and address where payment should be sent (if different from above):

Telephone number: email:

RECEIVED

OCT 21 2014

BMC GROUP

COURT USE ONLY

Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: \_\_\_\_\_ (if known)

Filed on: \_\_\_\_\_

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

1. Amount of Claim as of Date Case Filed: \$ 46,259.34

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes all interest or additional charges.

Section 503(b)(9) Claim

Amount of Claim that qualifies as a Section 503(b)(9) Claim: \$ 3,324.61

Check this box if your claim is for the value of goods received by the debtor within twenty (20) days prior to 1/29/14 (the "Petition Date"), pursuant to 11 U.S.C. 503(b)(9).

2. Basis for Claim: Goods sold.

(See instruction #2)

3. Last four digits of any number by which creditor identifies debtor: \_\_\_\_\_

3a. Debtor may have scheduled account as: \_\_\_\_\_

(See instruction #3a)

3b. Uniform Claim Identifier (optional) \_\_\_\_\_

(See instruction #3b)

4. Secured claim: (See instruction #4)

Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.

Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:

\$ \_\_\_\_\_

Nature of property or right of setoff:  Real Estate  Motor Vehicle  Other Describe: \_\_\_\_\_

Basis for perfection: \_\_\_\_\_

Value of Property: \$ \_\_\_\_\_ Annual Interest Rate \_\_\_\_\_ %  Fixed or  Variable (when case was filed)

Amount of Secured Claim: \$ \_\_\_\_\_

Amount Unsecured: \$ \_\_\_\_\_

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any part of the claim falls in one of the following categories, check the box specifying the Priority and state the amount.

Domestic support obligations under - 11 U.S.C. §507(a)(1)(A) or (a)(1)(B)

Wages, salaries, or commissions (up to \$12,475\*), earned within 180 days before the case was filed or the debtor's business ceased, which is earlier - 11 U.S.C. §507(a)(4)

Contributions to an employee benefit plan -- 11 U.S.C. §507(a)(5)

Amount entitled to priority: \$ \_\_\_\_\_

Up to \$2,775\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7)

Taxes or penalties owed to governmental units -- 11 U.S.C. §507(a)(8)

Other - Specify applicable paragraph of 11 U.S.C. §507(a)(\_\_\_\_).

\$ \_\_\_\_\_

\*Amounts are subject to adjustment on 4/1/16 and every 3 years thereafter with respect to cases commenced on or after the date of adj.

Quantum Foods POC

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

90043



7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  
If the documents are not available, please explain:

8. Signature: (See instruction #8)

Check the appropriate box.

- I am the creditor.     I am the creditor's authorized agent.     I am the trustee, or the debtor, or their authorized agent.     I am a guarantor, surety, indorser, or other codebtor (See Bankruptcy Rule 3005.)  
(See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Fred D. Bauer

Title: Vice President

Company: Applied Industrial Technologies

Address and telephone number (if different from notice address above):  
\_\_\_\_\_  
\_\_\_\_\_

  
(Signature)

10/17/2014

(Date)

Telephone number: 216-426-4753 email: fbauer@applied.com

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§152 and 3571.

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

**Items to be completed in Proof of Claim form**

**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

**Creditor's Name and Address:**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

**3a. Debtor May Have Scheduled Account As:**

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

**3b. Uniform Claim Identifier:**

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

**4. Secured Claim:**

Check whether the claim is fully or partially secured. Skip this section if the

claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).**

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Credits:**

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

**7. Documents:**

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

**8. Date and Signature:**

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

CUSTOMER #: 3612300 E0361

STATEMENT OF ACCOUNT

gadamiak@quantumfoods.com  
 QUANTUM FOODS INC.  
 750 S. SCHMIDT RD.  
 BOLINGBROOK IL 60440

Remit To: Applied Industrial Technologies  
 22510 Network Place  
 Chicago IL 60673-1225

Page - 1  
 Date - 02/21/14  
 Account - 36123006  
 Statement No - 5023258  
 Branch - Joliet  
 Phone # - (815) 725-1424

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
3612336	09/12/13	79130	28.66	.00	.00	.00	28.66
36179673	08/16/13	G2129	23.37	.00	.00	.00	23.37
36179714	08/21/13	G2188	213.17	.00	.00	.00	213.17
36179721	08/27/13	G2198	611.83	.00	.00	.00	611.83
36179757	08/27/13	G2227	510.34	.00	.00	.00	510.34
36179797	08/28/13	G2265	1,099.51	.00	.00	.00	1,099.51
36179799	08/28/13	G2266	487.42	.00	.00	.00	487.42
36179815	08/29/13	G2294	381.47	.00	.00	.00	381.47
36179774	09/04/13	G2235	775.47	.00	.00	.00	775.47
36179784	09/04/13	G2248	1,408.02	.00	.00	.00	1,408.02
36179847	09/05/13	G2349	268.44	.00	.00	.00	268.44
36179859	09/05/13	GC2358	52.16	.00	.00	.00	52.16
36179860	09/05/13	GC2357	453.10	.00	.00	.00	453.10
36179862	09/06/13	G2393	135.37	.00	.00	.00	135.37
36179471	09/09/13	G1398	280.95	.00	.00	.00	280.95
36179892	09/10/13	G2403	1,878.56	.00	.00	.00	1,878.56
36179928	09/10/13	G2448	510.34	.00	.00	.00	510.34
36179863	09/12/13	GC2365	172.36	.00	.00	.00	172.36
36179943	09/12/13	G2464	257.65	.00	.00	.00	257.65
36179979	09/17/13	G2515	1,363.37	.00	.00	.00	1,363.37
36179917	09/20/13	G2436	261.38	.00	.00	.00	261.38
36179931	09/20/13	G2521	199.57	.00	.00	.00	199.57
36180025	09/20/13	G2608	84.41	.00	.00	.00	84.41
36180020	09/23/13	GC2599	816.18	.00	.00	.00	816.18
36180034	09/23/13	G2608	978.17	.00	.00	.00	978.17
36180014	09/25/13	G2572	602.68	.00	.00	.00	602.68
36180053	09/25/13	GC2655	1,212.45	.00	.00	.00	1,212.45
36180061	09/25/13	G2464	267.27	.00	.00	.00	267.27
36180073	09/25/13	GC2363	71.84	.00	.00	.00	71.84
36180090	09/30/13	G2711	148.67	.00	.00	.00	148.67
36180099	09/30/13	GC2732	307.98	.00	.00	.00	307.98
36180110	10/01/13	GC2599	2,641.22	.00	.00	.00	2,641.22
36180194	10/10/13	G2875	157.27	.00	.00	.00	157.27

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B

CUSTOMER #: 3612300 E0361

=====
   
STATEMENT OF ACCOUNT
   
=====

gadamiak@quantumfoods.com

QUANTUM FOODS INC.
   
750 S. SCHMIDT RD.
   
BOLINGBROOK IL 60440

Remit To: Applied Industrial Technologies
   
22510 Network Place
   
Chicago IL 60673-1225

Page - 2
   
Date - 02/21/14
   
Account - 3612300S
   
Statement No - 5023358
   
Branch - Joliet
   
Phone # - (815) 725-1424

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
36180197	10/10/13	G2885	354.47	.00	.00	.00	354.47
36180207	10/10/13	G2897	510.34	.00	.00	.00	510.34
36180148	10/11/13	G2806	113.98	.00	.00	.00	113.98
36180196	10/11/13	G2872	18.65	.00	.00	.00	18.65
36180205	10/11/13	G2890	199.57	.00	.00	.00	199.57
36180216	10/11/13	G2893	670.39	.00	.00	.00	670.39
36180217	10/14/13	G2895	481.26	.00	.00	.00	481.26
36180218	10/15/13	G2900	299.16	.00	.00	.00	299.16
36180202	10/16/13	G2727	106.68	.00	.00	.00	106.68
36180206	10/17/13	G2893	459.74	.00	.00	.00	459.74
36180267	10/17/13	GC2963	109.38	.00	.00	.00	109.38
36180291	10/21/13	GC2998	147.87	.00	.00	.00	147.87
36180304	10/22/13	G3034	397.37	.00	.00	.00	397.37
36180307	10/23/13	GC3037	622.38	.00	.00	.00	622.38
36180313	10/23/13	G3051	212.65	.00	.00	.00	212.65
36180317	10/23/13	G3039	71.97	.00	.00	.00	71.97
36179942	10/28/13	G2462	532.36	.00	.00	.00	532.36
36180322	10/26/13	G3039	268.52	.00	.00	.00	268.52
36180353	10/29/13	G3053	252.48	.00	.00	.00	252.48
36180356	10/29/13	G3124	305.93	.00	.00	.00	305.93
36180357	10/29/13	G3125	343.02	.00	.00	.00	343.02
36180371	10/30/13	G3136	510.34	.00	.00	.00	510.34
36180379	10/30/13	G3146	354.47	.00	.00	.00	354.47
36180284	11/04/13	G2991	113.98	.00	.00	.00	113.98
36180399	11/04/13	G3172	21.03	.00	.00	.00	21.03
36180407	11/04/13	GC3176	593.71	.00	.00	.00	593.71
36180465	11/07/13	GC3237	243.78	.00	.00	.00	243.78
36180487	11/12/13	G3291	24.19	.00	.00	.00	24.19
36180107	11/13/13	GC2743	436.57	.00	.00	.00	436.57
36180499	11/13/13	R4928	261.78	.00	.00	.00	261.78
36180502	11/13/13	G3308	895.59	.00	.00	.00	895.59
36180509	11/14/13	G3326	510.34	.00	.00	.00	510.34
36180540	11/15/13	GC2998	62.55	.00	.00	.00	62.55

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B

CUSTOMER #: 3612300 E0361

=====
   
STATEMENT OF ACCOUNT
   
=====

gadamiak@quantumfoods.com
   
QUANTUM FOODS INC.
   
750 S. SCHMIDT RD.
   
BOLINGBROOK IL 60440

Remit To: Applied Industrial Technologies
   
22510 Network Place
   
Chicago IL 60673-1235

Page - 3
   
Date - 02/21/14
   
Account - 36123005
   
Statement No - 5033358
   
Branch - Joliet
   
Phone # - (815) 725-1424

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
36180541	11/18/13	R4928	1,454.30	.00	.00	.00	1,454.30
36180552	11/18/13	R4928	738.13	.00	.00	.00	738.13
36180510	11/19/13	R4930	904.14	.00	.00	.00	904.14
36180503	11/20/13	G3307	81.50	.00	.00	.00	81.50
36180620	11/26/13	G3458	182.05	.00	.00	.00	182.05
36180642	11/29/13	GC3491	114.35	.00	.00	.00	114.35
36180652	12/03/13	G3508	133.53	.00	.00	.00	133.53
36180656	12/04/13	GC3515	525.87	.00	.00	.00	525.87
36180666	12/04/13	G3532	511.84	.00	.00	.00	511.84
36180670	12/04/13	G3537	192.57	.00	.00	.00	192.57
36180695	12/06/13	GC3558	124.42	.00	.00	.00	124.42
36180736	12/11/13	GC3594	14.13	.00	.00	.00	14.13
36180794	12/16/13	GC3515	123.99	.00	.00	.00	123.99
36180818	12/17/13	G3687	511.84	.00	.00	.00	511.84
36180817	12/18/13	G3680	347.17	.00	.00	.00	347.17
36180819	12/19/13	G3691	132.62	.00	.00	.00	132.62
36180832	12/19/13	G3706	52.28	.00	.00	.00	52.28
36180846	12/19/13	G3727	20.79	.00	.00	.00	20.79
36180847	12/20/13	GC3726	27.78	.00	.00	.00	27.78
36180850	12/20/13	G3728	309.63	.00	.00	.00	309.63
36180853	12/20/13	G3735	39.99	.00	.00	.00	39.99
36180855	12/20/13	G3730	850.51	.00	.00	.00	850.51
36180856	12/20/13	G3731	471.50	.00	.00	.00	471.50
36180866	12/23/13	G3753	204.15	.00	.00	.00	204.15
36180882	12/24/13	G3783	158.87	.00	.00	.00	158.87
36180902	12/26/13	GC3594	100.57	.00	.00	.00	100.57
3612363	01/29/14	80952	154.38	.00	.00	.00	154.38
36180867	12/31/13	G3758	215.17	.00	.00	.00	215.17
36180873	12/31/13	R4938	170.75	.00	.00	.00	170.75
36180918	12/31/13	G3803	351.37	.00	.00	.00	351.37
36180922	01/03/14	G3820	34.79	.00	.00	.00	34.79
36180924	01/03/14	G3824	448.72	.00	.00	.00	448.72
36180950	01/06/14	G3867	535.34	.00	.00	.00	535.34

CONTINUED

CUSTOMER #: 3612300 E0361

STATEMENT OF ACCOUNT

gadamiak@quantumfoods.com

QUANTUM FOODS INC.  
750 S. SCHMIDT RD.  
BOLINGBROOK IL 60440

Remit To: Applied Industrial Technologies  
22510 Network Place  
Chicago IL 60673-1225

Page - 4  
Date - 02/21/14  
Account - 36123003  
Statement No - 5023358  
Branch - Joliet  
Phone # - (815) 725-1424

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
36180865	01/07/14	G3723	236.97	.00	.00	.00	236.97
36180951	01/07/14	G3869	153.92	.00	.00	.00	153.92
36180952	01/07/14	G3870	177.15	.00	.00	.00	177.15
36180936	01/08/14	G3852	541.74	.00	.00	.00	541.74
36180830	01/09/14	GC3702	1,575.86	.00	.00	.00	1,575.86
36180969	01/09/14	G3803	156.77	.00	.00	.00	156.77
36180977	01/13/14	R4945	112.01	.00	.00	.00	112.01
36180916	01/20/14	G3804	692.31	.00	.00	.00	692.31
36181086	01/23/14	1634	127.21	.00	.00	.00	127.21
36181132	01/27/14	R4947	37.38	.00	.00	.00	37.38
36181130	01/28/14	1636	153.32	.00	.00	.00	153.32
36180734	01/30/14	G3603	284.90	.00	.00	.00	284.90
36181164	01/30/14	1636	95.51	.00	.00	.00	95.51
36180776	01/31/14	GC3627	125.92	.00	.00	.00	125.92
36181205	02/04/14	G3943	535.34	.00	.00	.00	535.34
36181206	02/04/14	G3939	409.43	.00	.00	.00	409.43
36181207	02/04/14	G3938	573.11	.00	.00	.00	573.11
36181213	02/05/14	G3941	38.49	.00	.00	.00	38.49
36181269	02/10/14	R4956	196.20	.00	.00	.00	196.20
36181283	02/11/14	G3977	253.44	.00	.00	.00	253.44
36181284	02/11/14	G3978	277.72	.00	.00	.00	277.72
36181305	02/13/14	A3984	71.53	.00	.00	.00	71.53
36181333	02/17/14	G3992	104.28	.00	.00	.00	104.28
36181334	02/17/14	G3991	154.37	.00	.00	.00	154.37
36181335	02/17/14	G3993	204.37	.00	.00	.00	204.37
36180949	02/19/14	G3868	150.86	.00	.00	.00	150.86
36181301	02/19/14	R4957	36.74	.00	.00	.00	36.74
36181337	02/19/14	G3995	73.38	.00	.00	.00	73.38
36181338	02/19/14	G3996	211.78	.00	.00	.00	211.78
36181368	02/19/14	G4013	565.12	.00	.00	.00	565.12
36181364	02/19/14	G4011	341.07	.00	.00	.00	341.07
36181365	02/19/14	G4010	160.57	.00	.00	.00	160.57
36181370	02/20/14	G3971	300.80	.00	.00	.00	300.80

503(b)(9)

CONTINUED

B

CUSTOMER #: 3612300 E0361

STATEMENT OF ACCOUNT

gadamiak@quantumfoods.com  
 QUANTUM FOODS INC.  
 750 S. SCHMIDT RD.  
 BOLINGBROOK IL 60440

Remit To: Applied Industrial Technologies  
 22510 Network Place  
 Chicago IL 60673-1225

Page - 5  
 Date - 02/21/14  
 Account - 36123009  
 Statement No - 5023358  
 Branch - Joliet  
 Phone # - (815) 735-1424

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
56181325	02/20/14	A3989	228.13	.00	.00	.00	<del>228.13</del>
36181362	02/20/14	G4009	183.17	.00	.00	.00	<del>183.17</del>
36181370	02/20/14	G4017	107.98	.00	.00	.00	<del>107.98</del>
		USD United States D	48,558.96	.00	.00	.00	48,558.96

46259.34

ACCOUNT AGING

Current	1 - 30	31 - 60	61 - 90	Over 90
5,942.14	5,712.08	4,686.86	8,908.71	23,309.17

TOTAL CURRENT BALANC

~~48,558.96~~  
 CONTINUED

46259.34



Applied Industrial Technologies  
1 Applied Plaza  
East 36th Street & Euclid Avenue  
Cleveland, OH 44115-5056  
216 426 4512 Tel  
216 426 4826 Fax  
www.applied.com

October 17, 2014

BMC Group, Inc.  
Attn: Quantum Foods, LLC Claims Processing  
18675 Lake Drive East  
Chanhassen, MN 55317

Re: Debtor: Quantum Foods, LLC, et al.  
United States Bankruptcy Court, District of Delaware  
Case No. 14-10318 (KJC)

To Whom It May Concern:

Enclosed are two copies of a Proof of Claim and Statement of Account to be filed on behalf of Applied Industrial Technologies. Please note that the Proof of Claim also contains a 503(b)(9) claim. Please return a file-stamped copy of the Proof of Claim to me in the postage paid return envelope provided.

If you have any questions or need additional information, please feel free to call me at 216-426-4512.

Cordially,

A handwritten signature in cursive script that reads 'Dianne Misenko'.

Dianne Misenko  
Legal Administrator

/dpm  
Enclosures

NO POSTAGE  
NECESSARY  
IF MAILED  
IN THE  
UNITED STATES

**BUSINESS REPLY MAIL**  
FIRST CLASS MAIL PERMIT NO 2127 CLEVELAND OH

POSTAGE WILL BE PAID BY ADDRESSEE



**APPLIED**  
Industrial Technologies\*

ONE APPLIED PLAZA  
CLEVELAND OH 44115-5056

