

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE	PROOF OF CLAIM
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Name of Debtor: Quantum Foods 213-D, LLC	Case Number: 14-10319
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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(a).

Claim # 344

Name of Creditor (the person or other entity to whom the debtor owes money or property)
Liberty Mutual Insurance Company

Name and address where notices should be sent:
 Colette Viola
 Commercial Insurance Collections
 Liberty Mutual Insurance
 100 Liberty Way
 Dover, NH 03802

RECEIVED
NOV 06 2014
BMC GROUP

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

THIS SPACE IS FOR COURT USE ONLY

Creditor Telephone Number (603) 970-7839 **email:** colette.viola@libertymutual.com

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

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

Check this box to indicate that this claim amends a previously filed claim.
Court Claim Number (if known): _____
Filed on: _____

Payment Telephone Number () **email:** _____

1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ 970,022.00 contingent and unliquidated

If all or part of your claim is secured, 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 claim. Attach itemized statement of interest or charges.

2. BASIS FOR CLAIM: Insurance premiums and related charges
 (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)
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4. SECURED CLAIM: (See instruction #4)
 Check the appropriate box if your claim is secured by a lien on property or a right of set off, attach required redacted documents, and provide the requested information.

Nature of property or right of setoff:
Describe:
 Real Estate Motor Vehicle Other potential credits, setoff and/or recoupment

Amount of arrearage and other charges, as of time case filed, included in secured claim, if any: \$ _____

Basis for Perfection: _____

Amount of Secured Claim: \$ _____

Value of Property: \$ _____ **Amount Unsecured:** \$ _____

Annual Interest Rate: _____ % Fixed or Variable
 (when case was filed)

5. Amount of Claim Entitled to Administrative Expense status under 11 U.S.C. § 503(b)(9) or Priority under 11 U.S.C. § 507(a). If any part of the claim falls into one of the following categories, check the box specifying the administrative expense or priority and state the amount.

Amount entitled to priority: \$ 319,879.00 contingent and unliquidated

Amount entitled to administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____

You MUST specify the priority of the claim:

<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> 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). <input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).	<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (<u>2</u>). <small>post-petition insurance</small> <input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of the bankruptcy filing - 11 U.S.C. § 503(b)(9).
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* Amounts are subject to adjustment on 4/1/13 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

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7. DOCUMENTS: *Attached are redacted copies of documents that support the claim.* such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and 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 definition of "redacted").

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

DATE-STAMPED COPY To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 4:00 pm, prevailing Eastern Time on November 7, 2014 for Non-Governmental Claimants OR on or before November 7, 2014 for Governmental Units.

BY MAIL TO:
BMC Group, Inc
Attn: Quantum Foods, LLC Claims Processing
PO Box 3020
Chanhassen, MN 55317-3020

BY MESSENGER OR OVERNIGHT DELIVERY TO:
BMC Group, Inc
Attn: Quantum Foods, LLC Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

8. SIGNATURE: (See instruction #8)

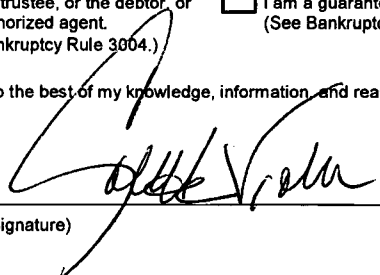
Check the appropriate box.

- 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 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: Colette M. Viola
Title: Senior Receivables Analyst
Company: Liberty Mutual Insurance Company

Address and telephone number (if different from notice address above):
100 Liberty Way
Dover, NH 03820-5808

 11/5/2014
(Signature) (Date)

Telephone number: (603) 970-7839 email: colette.viola@libertymutual.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.

LIST OF DEBTORS:

- Quantum Foods, LLC 14-10318
- Quantum Foods 213-D, LLC 14-10319
- Quantum Culinary, LLC 14-10320
- GDC Logistics, LLC 14-10321
- Choice One Foods, LLC 14-10322

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, there may be exceptions to these general rules.

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY PROPERLY FILLED IN)

Court, Name of Debtor, and Case Number:

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).

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 Administrative Expense Under 11 U.S.C. § 503 (b)(9) or Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, 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.

DEFINITIONS

INFORMATION

DEBTOR

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

CREDITOR

A creditor is a person, corporation, or other entity to whom the debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101(10).

CLAIM

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101(5). A claim may be secured or unsecured.

PROOF OF CLAIM

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. This form must be filed with the court-appointed Claims Agent, BMC Group, at the address listed in section #7 above.

SECURED CLAIM Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court

judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

UNSECURED CLAIM

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

CLAIM ENTITLED TO PRIORITY Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

REDACTED

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of 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.

EVIDENCE OF PERFECTION

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

OFFERS TO PURCHASE A CLAIM

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

Date-Stamped Copy

Return claim form and attachments, if any. If you wish to receive an acknowledgement of your claim, please enclose a self-addressed stamped envelope and a second copy of the proof of claim form with any attachments to the Claims Agent, BMC Group, at the address on the second page of this form.

Please read – important information: upon completion of this claim form, you are certifying that the statements herein are true.

Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable."

ONCE YOUR CLAIM IS FILED YOU CAN OBTAIN OR VERIFY YOUR CLAIM NUMBER BY VISITING www.bmcgroup.com/quantumfoods

**ATTACHMENT TO PROOF OF CLAIM OF
LIBERTY MUTUAL INSURANCE COMPANY**

The partially unliquidated and contingent secured and general unsecured claim of Liberty Mutual Insurance Company, on behalf of itself, and its affiliates and subsidiaries (collectively, "Liberty"), arises from insurance policies and related agreements (collectively, the "Policies") pursuant to which Quantum Foods, LLC and certain of its affiliates and subsidiaries (collectively, the "Debtors") are jointly and severally liable to pay premiums and related charges. Because the Debtors are jointly and severally liable in connection with the Policies, in accordance with the Order Establishing Bar Dates for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof (the "Order"), filed on October 6, 2014 at Docket No. 681, Liberty is filing substantially identical proofs of claim against each of the Debtors. In addition, pursuant to the Order, the claim includes both prepetition and postpetition amounts owed to Liberty.

The Policies provided, subject to their terms, conditions, limitations, and exclusions, certain insurance or services for the benefit of the Debtors, relating to, without limitation, workers' compensation, general liability, and auto liability for the period from approximately February 15, 2000 until June 30, 2014. As of the date of this filing, \$650,143.00 in prepetition amounts and \$319,879 in postpetition amounts are due and owing to Liberty under its Policies, as reflected on the statement attached hereto as Exhibit A. Certain Policies, included on the list of Policies attached hereto as Exhibit B, include provisions whereby premiums are subject to future audit or retrospective adjustment, or the Debtors may be obligated to pay amounts within the deductible layer of the applicable policy.

Liberty's claim is partially unliquidated and contingent because, under the audit, retrospective adjustment, and deductible provisions of the Policies, additional premiums and related charges may be due and owing to Liberty. Liberty hereby files a protective claim for damages arising from any breach by the Debtors of their obligations under the Policies. Liberty hereby reserves any rights of setoff and/or recoupment to which it is entitled.

Liberty expressly reserves all of its rights under the Policies, the Bankruptcy Code and applicable law, and nothing herein shall affect Liberty's rights under the same. [Liberty expressly reserves all of its rights to pay amounts due to Liberty by the Debtors with any cash accounts, letters of credit and proceeds.] Further, Liberty expressly reserves all of its rights against all non-debtor parties who may be liable under or with respect to the Policies. Given the nature of the Policies and the Debtors' obligations under them, Liberty further reserves the right to supplement or amend its claims as circumstances warrant. Documentation supporting Liberty's claim is voluminous and is available upon request to Liberty's counsel at the address set forth below:

Douglas R. Gooding, Esq.
Choate Hall & Stewart LLP
Two International Place
Boston, MA 02110
Tel: (617) 248-5000
Fax: (617) 248-4000

Exhibit A



Customer Accounting Services
PO Box 1525
Dover, NH 03820
603-970-7839

11/04/14

Quantum Rosa Mystica Enterprises, LLC
750 S Schmidt Rd
Bolingbrook, IL 60440-4813

4-439293

Statement of Account

11/4/2014

Date	Invoice	Policy	Description	Date	Amount
Pre Petition					
8/21/2014	072014-00	WC7-641-439293-010	4th Retrospective Adj.	2/15/2010-2/15/2011	\$113,628.00
		WC7-641-439293-010	Ultimate Loss Projections	2/15/2010-2/15/2011	\$183,481.00
8/21/2014	072014-00	WC7-641-439293-011	3rd Retrospective Adj.	2/15/2011-2/15/2012	\$249,867.00
		WC7-641-439293-011	Ultimate Loss Projections	2/15/2011-2/15/2012	(\$165,337.00)
8/21/2014	072014-00	WC7-641-439293-012	2nd Retrospective Adj.	2/15/2012-1/1/2013	(\$21,645.00)
		WC7-641-439293-012	Ultimate Loss Projections	2/15/2012-1/1/2013	(\$68,670.00)
8/21/2014	072014-00	WC7-641-439293-013	1st Retrospective Adj.	1/1/2013-1/1/2014	\$855,385.00
8/21/2014	072014-00	AS2-641-439293-023	Final Audit	1/1/2013-1/1/2014	(\$8,100.00)
8/21/2014	072014-00	EB2-641-439293-033	Final Audit	1/1/2013-1/1/2014	(\$8,802.00)
		WC7-641-439293-013	Ultimate Loss Projections	1/1/2013-1/1/2014	\$103,538.00
8/21/2014	072014-00	WC7-641-439293-014	1st Retrospective Adj.	1/1/2014-2/18/2014	(\$678,218.00)
8/21/2014	072014-00	AS2-641-439293-014	Final Audit	1/1/2014-2/18/2014	(\$8,127.00)
		WC7-641-439293-014	Ultimate Loss Projections	1/1/2014-2/18/2014	\$103,143.00
			Subtotal Pre Petition		\$650,143.00
Post Petition					
8/21/2014	072014-00	WA7-61D-258541-216	1st Retrospective Adj.	2/19/2014-6/30/2014	\$239,484.00
8/21/2014	072014-00	AS2-641-439293-014	Final Audit	2/19/2014-6/30/2014	\$4,510.00
		WA7-61D-258541-216	Ultimate Loss Projections	2/19/2014-6/30/2014	\$75,885.00
			Subtotal Post Petition		\$319,879.00
Ultimates Valued as of 9/30/2014					
For Service contact: Colette Viola			Balance Due	\$970,022.00	

Exhibit B

Policy Number	Policy Period
AS2-641-439293-020	2/15/2010-2/15/2011
AS2-641-439293-021	2/15/2011-2/15/2012
AS2-641-439293-022	2/15/2012-1/1/2013
AS2-641-439293-023	1/1/2013-1/1/2014
AS2-641-439293-014	1/1/2014-6/30/2014
EB2-641-439293-030	2/15/2010-2/15/2011
EB2-641-439293-031	2/15/2011-2/15/2012
EB2-641-439293-032	2/15/2012-1/1/2013
EB2-641-439293-033	1/1/2013-1/1/2014
EB2-641-439293-034	1/1/2014-1/1/2015
WC7-641-439293-010	2/15/2010-2/15/2011
WC7-641-439293-011	2/15/2011-2/15/2012
WC7-641-439293-012	2/15/2012-1/1/2013
WC7-641-439293-013	1/1/2013-1/1/2014
WC7-641-439293-014	1/1/2014-6/30/2014



November 5, 2014

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

RE: Proof-of-Claim case # 14-10319
Order for relief under Chapter 11
Quantum Foods 213-D, LLC 4-439293

Gentlemen:

Enclosed is a proof-of-claim and statement of account.

Please acknowledge receipt. A self addressed, stamped envelope is enclosed for your convenience.

Sincerely,

Colette Viola
Lead Accountant
Colette.viola@libertymutual.com
1-603-970-7839

COPY

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor: Quantum Foods 213-D, LLC		Case Number: 14-10319
<small>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(a).</small>		
Name of Creditor (the person or other entity to whom the debtor owes money or property) Liberty Mutual Insurance Company		
Name and address where notices should be sent: Colette Viola Commercial Insurance Collections Liberty Mutual Insurance 100 Liberty Way Dover, NH 03802		RECEIVED NOV 06 2014 BMC GROUP
Creditor Telephone Number (603) 970-7839 email: colette.viola@libertymutual.com		THIS SPACE IS FOR COURT USE ONLY
Name and address where payment should be sent (if different from above):		
Payment Telephone Number () email:		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number (if known): _____ Filed on: _____
1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ <u>970,022.00</u> contingent and unliquidated		
<input type="checkbox"/> If all or part of your claim is secured, complete item 4. <input type="checkbox"/> If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		
2. BASIS FOR CLAIM: <u>Insurance premiums and related charges</u> <small>(See instruction #2)</small>		
3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:	3a. Debtor may have scheduled account as: <small>(See instruction #3a)</small>	3b. Uniform Claim Identifier (optional): <small>(See instruction #3b)</small>
4. SECURED CLAIM: (See instruction #4) Check the appropriate box if your claim is secured by a lien on property or a right of set off, attach required redacted documents, and provide the requested information. Nature of property or right of setoff: Describe: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other <small>potential credits, setoff and/or recoupment</small> Value of Property: \$ _____ Amount of Secured Claim: \$ _____ Annual Interest Rate: _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable <small>(when case was filed)</small> Amount of arrearage and other charges, as of time case filed, included in secured claim, if any: \$ _____ Basis for Perfection: _____ Amount Unsecured: \$ _____		
5. Amount of Claim Entitled to Administrative Expense status under 11 U.S.C. § 503(b)(9) or Priority under 11 U.S.C. § 507(a). If any part of the claim falls into one of the following categories, check the box specifying the administrative expense or priority and state the amount.		
Amount entitled to priority: \$ <u>319,878.00</u> contingent and unliquidated		Amount entitled to administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____
You MUST specify the priority of the claim:		
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).	
<input type="checkbox"/> 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).	<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).	
<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).	<input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (<u>2</u>). <small>post-petition insurance</small>	
	<input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of the bankruptcy filing - 11 U.S.C. § 503(b)(9).	
<small>* Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>		
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

7. DOCUMENTS: *Attached are redacted copies of documents that support the claim.* such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and 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 definition of "redacted").
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.
If the documents are not available, please explain:

DATE-STAMPED COPY To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.
The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 4:00 pm, prevailing Eastern Time on November 7, 2014 for Non-Governmental Claimants OR on or before November 7, 2014 for Governmental Units.

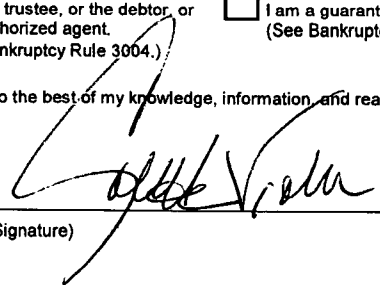
BY MAIL TO: BMC Group, Inc Attn: Quantum Foods, LLC Claims Processing PO Box 3020 Chanhassen, MN 55317-3020	BY MESSENGER OR OVERNIGHT DELIVERY TO: BMC Group, Inc Attn: Quantum Foods, LLC Claims Processing 18675 Lake Drive East Chanhassen, MN 55317
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8. 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 3004.) (See Bankruptcy Rule 3005.)

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: <u>Colette M. Viola</u>	 (Signature)	<u>11/5/2014</u> (Date)
Title: <u>Senior Receivables Analyst</u>		
Company: <u>Liberty Mutual Insurance Company</u>		
Address and telephone number (if different from notice address above): <u>100 Liberty Way</u> <u>Dover, NH 03820-5808</u>		

Telephone number: (603) 970-7839 email: colette.viola@libertymutual.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.

- LIST OF DEBTORS:**
- Quantum Foods, LLC 14-10318
 - Quantum Foods 213-D, LLC 14-10319
 - Quantum Culinary, LLC 14-10320
 - GDC Logistics, LLC 14-10321
 - Choice One Foods, LLC 14-10322

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, there may be exceptions to these general rules.

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY PROPERLY FILLED IN)

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's full name, and the case number. If you received a notice of the case from the Claims Agent, BMC Group, some or all of this information may have been already completed.

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 Administrative Expense Under 11 U.S.C. § 503 (b)(9) or Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, 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.

100 Liberty **DEFINITIONS**

INFORMATION

DEBTOR

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

CREDITOR

A creditor is a person, corporation, or other entity to whom the debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101(10).

CLAIM

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101(5). A claim may be secured or unsecured.

PROOF OF CLAIM

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. This form must be filed with the court-appointed Claims Agent, BMC Group, at the address listed in section #7 above.

SECURED CLAIM Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court

judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

UNSECURED CLAIM

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

CLAIM ENTITLED TO PRIORITY Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

REDACTED

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of 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.

EVIDENCE OF PERFECTION

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

OFFERS TO PURCHASE A CLAIM

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

Date-Stamped Copy

Return claim form and attachments, if any. If you wish to receive an acknowledgement of your claim, please enclose a self-addressed stamped envelope and a second copy of the proof of claim form with any attachments to the Claims Agent, BMC Group, at the address on the second page of this form.

Please read – important information: upon completion of this claim form, you are certifying that the statements herein are true.

Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable."

ONCE YOUR CLAIM IS FILED YOU CAN OBTAIN OR VERIFY YOUR CLAIM NUMBER BY VISITING www.bmcgroup.com/quantumfoods

ATTACHMENT TO PROOF OF CLAIM OF
LIBERTY MUTUAL INSURANCE COMPANY

The partially unliquidated and contingent secured and general unsecured claim of Liberty Mutual Insurance Company, on behalf of itself, and its affiliates and subsidiaries (collectively, "Liberty"), arises from insurance policies and related agreements (collectively, the "Policies") pursuant to which Quantum Foods, LLC and certain of its affiliates and subsidiaries (collectively, the "Debtors") are jointly and severally liable to pay premiums and related charges. Because the Debtors are jointly and severally liable in connection with the Policies, in accordance with the Order Establishing Bar Dates for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof (the "Order"), filed on October 6, 2014 at Docket No. 681, Liberty is filing substantially identical proofs of claim against each of the Debtors. In addition, pursuant to the Order, the claim includes both prepetition and postpetition amounts owed to Liberty.

The Policies provided, subject to their terms, conditions, limitations, and exclusions, certain insurance or services for the benefit of the Debtors, relating to, without limitation, workers' compensation, general liability, and auto liability for the period from approximately February 15, 2000 until June 30, 2014. As of the date of this filing, \$650,143.00 in prepetition amounts and \$319,879 in postpetition amounts are due and owing to Liberty under its Policies, as reflected on the statement attached hereto as Exhibit A. Certain Policies, included on the list of Policies attached hereto as Exhibit B, include provisions whereby premiums are subject to future audit or retrospective adjustment, or the Debtors may be obligated to pay amounts within the deductible layer of the applicable policy.

Liberty's claim is partially unliquidated and contingent because, under the audit, retrospective adjustment, and deductible provisions of the Policies, additional premiums and related charges may be due and owing to Liberty. Liberty hereby files a protective claim for damages arising from any breach by the Debtors of their obligations under the Policies. Liberty hereby reserves any rights of setoff and/or recoupment to which it is entitled.

Liberty expressly reserves all of its rights under the Policies, the Bankruptcy Code and applicable law, and nothing herein shall affect Liberty's rights under the same. [Liberty expressly reserves all of its rights to pay amounts due to Liberty by the Debtors with any cash accounts, letters of credit and proceeds.] Further, Liberty expressly reserves all of its rights against all non-debtor parties who may be liable under or with respect to the Policies. Given the nature of the Policies and the Debtors' obligations under them, Liberty further reserves the right to supplement or amend its claims as circumstances warrant. Documentation supporting Liberty's claim is voluminous and is available upon request to Liberty's counsel at the address set forth below:

Douglas R. Gooding, Esq.
Choate Hall & Stewart LLP
Two International Place
Boston, MA 02110
Tel: (617) 248-5000
Fax: (617) 248-4000

Exhibit A



Customer Accounting Services
PO Box 1525
Dover, NH 03820
603-970-7839

11/04/14

Quantum Rosa Mystica Enterprises, LLC
750 S Schmidt Rd
Bolingbrook, IL 60440-4813

4-439293

Statement of Account

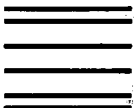
11/4/2014

Date	Invoice	Policy	Description	Date	Amount
Pre Petition					
8/21/2014	072014-00	WC7-641-439293-010	4th Retrospective Adj.	2/15/2010-2/15/2011	\$113,628.00
		WC7-641-439293-010	Ultimate Loss Projections	2/15/2010-2/15/2011	\$183,481.00
8/21/2014	072014-00	WC7-641-439293-011	3rd Retrospective Adj.	2/15/2011-2/15/2012	\$249,867.00
		WC7-641-439293-011	Ultimate Loss Projections	2/15/2011-2/15/2012	(\$165,337.00)
8/21/2014	072014-00	WC7-641-439293-012	2nd Retrospective Adj	2/15/2012-1/1/2013	(\$21,645.00)
		WC7-641-439293-012	Ultimate Loss Projections	2/15/2012-1/1/2013	(\$68,670.00)
8/21/2014	072014-00	WC7-641-439293-013	1st Retrospective Adj	1/1/2013-1/1/2014	\$855,385.00
8/21/2014	072014-00	AS2-641-439293-023	Final Audit	1/1/2013-1/1/2014	(\$8,100.00)
8/21/2014	072014-00	EB2-641-439293-033	Final Audit	1/1/2013-1/1/2014	(\$8,802.00)
		WC7-641-439293-013	Ultimate Loss Projections	1/1/2013-1/1/2014	\$103,538.00
8/21/2014	072014-00	WC7-641-439293-014	1st Retrospective Adj.	1/1/2014-2/18/2014	(\$678,218.00)
8/21/2014	072014-00	AS2-641-439293-014	Final Audit	1/1/2014-2/18/2014	(\$8,127.00)
		WC7-641-439293-014	Ultimate Loss Projections	1/1/2014-2/18/2014	\$103,143.00
			Subtotal Pre Petition		\$650,143.00
Post Petition					
8/21/2014	072014-00	WA7-61D-258541-216	1st Retrospective Adj.	2/19/2014-6/30/2014	\$239,484.00
8/21/2014	072014-00	AS2-641-439293-014	Final Audit	2/19/2014-6/30/2014	\$4,510.00
		WA7-61D-258541-216	Ultimate Loss Projections	2/19/2014-6/30/2014	\$75,885.00
			Subtotal Post Petition		\$319,879.00
Ultimates Valued as of 9/30/2014					
For Service contact: Colette Viola			Balance Due	\$970,022.00	

Exhibit B

Policy Number	Policy Period
AS2-641-439293-020	2/15/2010-2/15/2011
AS2-641-439293-021	2/15/2011-2/15/2012
AS2-641-439293-022	2/15/2012-1/1/2013
AS2-641-439293-023	1/1/2013-1/1/2014
AS2-641-439293-014	1/1/2014-6/30/2014
EB2-641-439293-030	2/15/2010-2/15/2011
EB2-641-439293-031	2/15/2011-2/15/2012
EB2-641-439293-032	2/15/2012-1/1/2013
EB2-641-439293-033	1/1/2013-1/1/2014
EB2-641-439293-034	1/1/2014-1/1/2015
WC7-641-439293-010	2/15/2010-2/15/2011
WC7-641-439293-011	2/15/2011-2/15/2012
WC7-641-439293-012	2/15/2012-1/1/2013
WC7-641-439293-013	1/1/2013-1/1/2014
WC7-641-439293-014	1/1/2014-6/30/2014

FROM _____



NO POSTAGE
NECESSARY
IF MAILED
IN THE
UNITED STATES

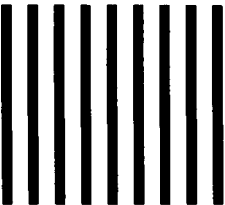
BUSINESS REPLY MAIL
FIRST-CLASS MAIL PERMIT NO 2054 BOSTON MA

POSTAGE WILL BE PAID BY ADDRESSEE

LIBERTY MUTUAL GROUP

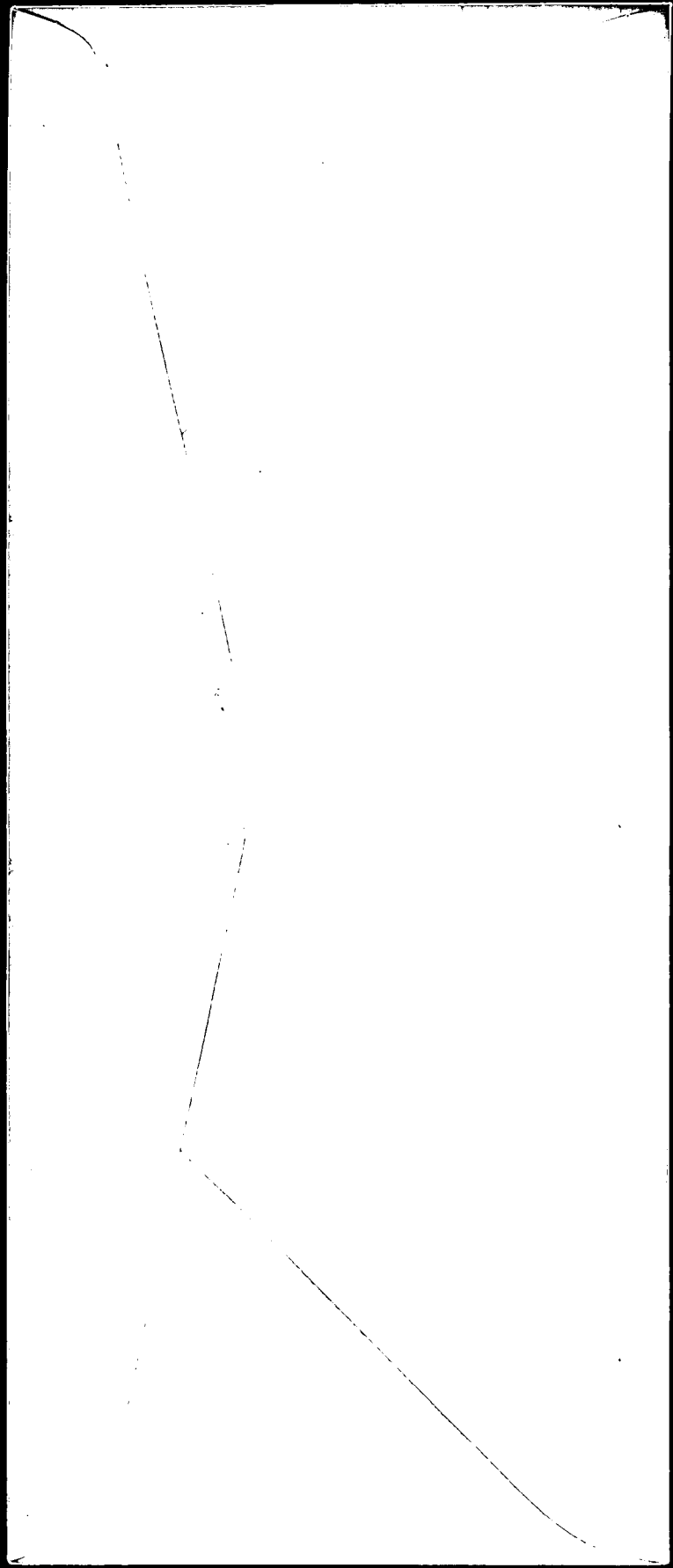
PO BOX 1525

DOVER NH 03821-9901



ATTN: COURTIE VOUK, 415 225





UPS CampussShip: View/Print Label

1. Ensure there are no other shipping or tracking labels attached to your package. Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.

2. Fold the printed sheet containing the label at the line so that the entire shipping label is visible. Place the label on a single side of the package and cover it completely with clear plastic shipping tape. Do not cover any seams or closures on the package with the label. Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.

3. GETTING YOUR SHIPMENT TO UPS
 UPS locations include the UPS Store®, UPS drop boxes, UPS customer centers, authorized retail outlets and UPS drivers.
 Schedule a same day or future day Pickup to have a UPS driver pickup all your CampussShip packages.
 Hand the package to any UPS driver in your area.
 Take your package to any location of The UPS Store®, UPS Drop Box, UPS Customer Center, UPS Alliances (Office Depot® or Staples®) or Authorized Shipping Outlet near you. Items sent via UPS Return Services(SM) (including via Ground) are also accepted at Drop Boxes. To find the location nearest you, please visit the Resources area of CampussShip and select UPS Locations.

Customers with a Daily Pickup

Your driver will pickup your shipment(s) as usual.

FOLD HERE

KAREN TURNAGE
 602-997-9600 1471
 LIBERTY MUTUAL-PHOENIX-0609
 2510 W DUNLAP AVE RM 300
 PHOENIX AZ 85021

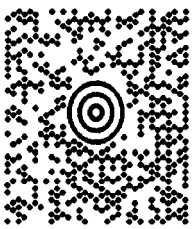
3 LBS PAK 1 OF 1

SHIP TO:

QUANTUM FOODS, LLC CLAIMS PROCESS
 BMC GROUP, INC.
 18675 LAKE DRIVE EAST
 CHANHASSEN MN 55317-9383 NOV 06 2014

RECEIVED

BMC GROUP



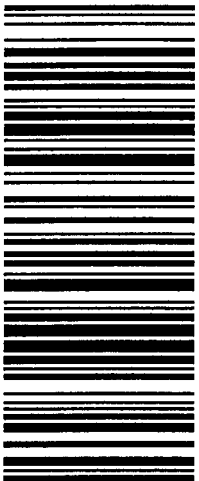
MN 559 9-03



UPS NEXT DAY AIR

1

TRACKING #: 1Z 816 638 01 9699 7775



BILLING: P/P

Office/Dept Number: 060908885

CS 16.7.04, WNTJES90 57.0A 10/2014

