




UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM	
Name of Debtor: CHOICE ONE FOODS, LLC		Case Number: 14-10322	YOUR CLAIM IS SCHEDULED AS: Schedule/Claim ID s976 Amount/Classification Claim # 378
<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) UFCW Local 1546 Pension Fund		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> RECEIVED NOV 06 2014 BMC GROUP </div>	
Name and address where notices should be sent:  34257812900119 JACOBS BURNS ORLOVE & HERNANDEZ (RE: UFCW LOCAL 1546 PENSION FUND) THOMAS J ANGELL ESQ 150 N MICHIGAN AVE, STE 1000 CHICAGO, IL 60601			
Creditor Telephone Number 312 327-3437 email: tangell@jbosh.com		THIS SPACE IS FOR COURT USE ONLY	
Name and address where payment should be sent (if different from above):		<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: _____
Payment Telephone Number () email:			
1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ <u>Unliquidated</u>			
<small>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.</small>			
<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>withdrownal liability</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: <small>(See instruction #4)</small>			
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 type="checkbox"/> Other _____ Value of Property: \$ _____ 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 of Secured Claim: \$ _____ 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: \$ _____		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 type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (_____).	
		<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>			
		Quantum Foods POC  90165	
6. CREDITS: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. <small>(See instruction #6)</small>			

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, Governmental Units, and Administrative Claimants.

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 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: Thomas J. Angeli
Title: ATTORNEY
Company: JACOB, BURNS

Address and telephone number (if different from notice address above):
150 N. MICHIGAN AVE
Suite 1800
Chicago, IL 60601

Telephone number: 312-327-3437 email: T.Angeli@JBOSHI.COM

(Signature)  (Date)

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 |

ATTACHMENT TO PROOF OF CLAIM OF UNITED FOOD & COMMERCIAL WORKERS
UNION LOCAL 1546 PENSION FUND

All debtors in this consolidated proceeding, including: Quantum Foods, LLC, Quantum Culinary, Quantum Food 213-D, LLC, GDC Logistics, LLC and Choice One Foods, are jointly and severally liability for the withdrawal liability debt of \$22,173,433 to the extent such claim is not entitled to administrative treatment. This is an unliquidated claim.

Supporting Documents. Claims arise from agreements between the United Food & Commercial Workers Union Local 1546 And the Debtors, Quantum Foods, LLC and Quantum Culinary, LLC, which are in the possession of these Debtors. Additional copies provided upon request. Moreover, a copy of the withdrawal liability calculation is attached.

Amendments. Claimant reserves its right to amend or supplement this proof of claim, including any unliquidated claim set forth herein.

United Food and Commercial Workers Union Local 1546 Pension Plan
*Employer Withdrawal Liability Assessment for a Complete
 Withdrawal During the September 1, 2013 - August 31, 2014 Plan Year*

Employer Name: **Quantum**

Date of Total Unfunded Vested Benefits (UVB) Determination: 08/31/2013

Year Ended August 31 ¹	Unamortized Balance of Withdrawal Liability Pools		Contributions During 5-Year Period Ending With Date Pool Established		Liability Allocated:
	Basic Pools ²	Reallocated Pools ³	Total Plan Contributions ⁴	Obligated Employer Contributions ⁵	[(5) ÷ (4)] x [(2) + (3)]
(1)	(2)	(3)	(4)	(5)	(6)
2002	\$8,218,325	\$0	\$10,354,318	\$1,004,210	\$797,051
2003	7,609,893	0	10,711,705	1,202,010	853,941
2004	2,699,888	0	11,422,202	1,436,530	339,555
2005	7,356,236	0	12,552,444	1,732,850	1,015,520
2006	(11,459,432)	0	14,032,260	2,114,132	(1,726,504)
2007	8,643,230	0	15,799,867	2,545,790	1,392,660
2008	13,534,955	0	17,878,840	3,001,630	2,272,347
2009	32,744,404	0	21,253,566	3,914,680	6,031,170
2010	11,810,847	0	24,089,813	4,923,186	2,413,759
2011	8,550,069	37,718	27,415,285	6,064,793	1,899,785
2012	19,148,268	0	31,929,621	7,212,335	4,325,254
2013	11,098,537	41,016	35,901,735	8,247,079	2,558,895

A. Allocable Amount of Unfunded Vested Benefits (Sum of Column 6)	\$22,173,433
B. <i>De minimis</i>	50,000
C. Deductible: \$100,000 + (B) – (A), but not greater than (B) nor less than zero	0
D. Net Withdrawal Liability: (A) – (C), but not less than zero	\$22,173,433

¹ Years not shown have no withdrawal liability components.² Amortized value of the changes in the unfunded vested benefits, written down 5% per year.³ Amortized value of non-assessable or non-collectible withdrawal liability, written down 5% per year.⁴ Sum of total fund contributions for the Plan year listed and the four preceding years.⁵ Sum of employer contributions for the Plan year listed and the four preceding years, including contributions owed but not yet paid.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
)
Quantum Foods, LLC *et al.*,) Chapter 11
) Bk. No. 14-10318 (KJC)
) Jointly Administered
Debtors. ¹)

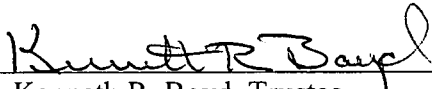
GENERAL POWER OF ATTORNEY

STATE OF ILLINOIS)
COUNTY OF COOK)

To: Thomas J. Angell, Esquire
Jacobs, Burns, Orlove & Hernandez
150 North Michigan Avenue, Suite 1000
Chicago, IL 6060
(312) 327-3437 / (312) 580-7175 Fax

The United Food & Commercial Workers Union Local 1546 Pension Fund, (the "Claimant") hereby authorizes you as attorney in fact for the Claimant, and with full power of substitution, to vote on any question that may be lawfully submitted to creditors of the debtor in the above-entitled case; to vote for a trustee or trustees of the estate of the debtor and for a committee of creditors; to file or amend proofs of claim; to accept satisfaction of any debt, with like powers to attend and vote at any other meeting or meetings of creditors; and further to settle, compromise or otherwise dispose of all of the Claimant's claims as he deem just and prudent.

IN WITNESS THEREOF, I hereby subscribe my name this 29th day of October 2014.



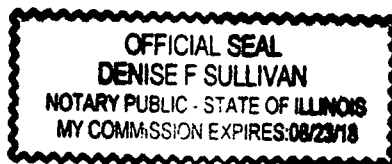
Kenneth R. Boyd, Trustee

Acknowledged before me this 29th day of October 2014, said subscriber being know to me to be the person described herein who, being properly authorized, signed the above power of attorney.



NOTARY PUBLIC

My commission expires: 8/23/18



¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Quantum Foods, LLC (9437); Quantum Foods 213-D, LLC (1862); Quantum Culinary, LLC (1302); GDC Logistics, LLC (1997); Choice One Foods, LLC (9512) (collectively the "Debtors"). The Debtors' mailing address is c/o Quantum Foods, LLC, 750 South Schmidt Road, Bolingbrook, Illinois 60440.

LAW OFFICES
JACOBS, BURNS, ORLOVE & HERNANDEZ

150 NORTH MICHIGAN AVENUE, SUITE 1000
CHICAGO, ILLINOIS 60601
(312) 372-1646
FACSIMILE: (312) 580-7175
WWW.JBOSH.COM

THOMAS J. ANGELL
(312) 327-3437
TANGELL@JBOSH.COM

OF COUNSEL:
GERALD BARRETT*
IAN J. ELFENBAUM
CHARLES ORLOVE

JOSEPH M. JACOBS 1931-1995
ALBERT GORE 1956-1974
MARTIN J. BURNS 1960-1999
ROBERT S. BATES, JR. 1983-1996

*LICENSED IN ARIZONA

November 5, 2014

Next Day Delivery

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



Dear Sir or Madam:

Enclosed are our claims. Please return a stamped copy in the enclosed envelope. Feel free to call me if you have any questions.

Very truly yours,



Thomas J. Angell

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE	PROOF OF CLAIM	 YOUR CLAIM IS SCHEDULED AS: Schedule/Claim ID s976 Amount/Classification				
Name of Debtor: CHOICE ONE FOODS, LLC	Case Number: 14-10322					
<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) UFCW Local 1546 Pension Fund		The amounts reflected above constitute your claim as scheduled by the Debtor or pursuant to a filed claim. If you agree with the amounts set forth herein, and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below. If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed. If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.				
Name and address where notices should be sent:  34257812900119 JACOBS BURNS ORLOVE & HERNANDEZ (RE: UFCW LOCAL 1546 PENSION FUND) THOMAS J ANGELL ESQ 150 N MICHIGAN AVE, STE 1000 CHICAGO, IL 60601						
Creditor Telephone Number 312 327-3437 email: tangell@jbosh.com		RECEIVED NOV 06 2014 BMC GROUP				
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number (if known): _____ Filed on: _____				
<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.						
Payment Telephone Number () email:						
1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ <u>Unliquidated</u> <small>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.</small> <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>withdrawal liability</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) _____ <small>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.</small> Nature of property or right of setoff: Describe: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Property: \$ _____ Annual Interest Rate: _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable <small>(when case was filed)</small>						
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. <table style="width:100%;"> <tr> <td style="width:50%;"> Amount entitled to priority: \$ _____ </td> <td style="width:50%;"> Amount entitled to administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____ </td> </tr> </table> <p>You MUST specify the priority of the claim:</p> <table style="width:100%;"> <tr> <td style="width:50%; vertical-align: top;"> <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). </td> <td style="width:50%; vertical-align: top;"> <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 type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (_____). <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). </td> </tr> </table> <p><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 adjustm</small></p>			Amount entitled to priority: \$ _____	Amount entitled to administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____	<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 type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (_____). <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).
Amount entitled to priority: \$ _____	Amount entitled to administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____					
<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 type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (_____). <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).					
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, Governmental Units, and Administrative Claimants.

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 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: THOMAS J. ANGELL
Title: ATTORNEY
Company: JACOB, BURNS



Address and telephone number (if different from notice address above):
150 N. MICHIGAN AVE
SUITE 1000
CHICAGO, IL 60601

(Signature)

(Date)

Telephone number: 312-327-3497 email: T.Angell@JBOSHI.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

ATTACHMENT TO PROOF OF CLAIM OF UNITED FOOD & COMMERCIAL WORKERS
UNION LOCAL 1546 PENSION FUND

All debtors in this consolidated proceeding, including: Quantum Foods, LLC, Quantum Culinary, Quantum Food 213-D, LLC, GDC Logistics, LLC and Choice One Foods, are jointly and severally liability for the withdrawal liability debt of \$22,173,433 to the extent such claim is not entitled to administrative treatment. This is an unliquidated claim.

Supporting Documents. Claims arise from agreements between the United Food & Commercial Workers Union Local 1546 And the Debtors, Quantum Foods, LLC and Quantum Culinary, LLC, which are in the possession of these Debtors. Additional copies provided upon request. Moreover, a copy of the withdrawal liability calculation is attached.

Amendments. Claimant reserves its right to amend or supplement this proof of claim, including any unliquidated claim set forth herein.

United Food and Commercial Workers Union Local 1546 Pension Plan
*Employer Withdrawal Liability Assessment for a Complete
 Withdrawal During the September 1, 2013 - August 31, 2014 Plan Year*

Employer Name: **Quantum**

Date of Total Unfunded Vested Benefits (UVB) Determination: 08/31/2013

Year Ended August 31 ¹	Unamortized Balance of Withdrawal Liability Pools		Contributions During 5-Year Period Ending With Date Pool Established		Liability Allocated: [(5) ÷ (4)] x [(2) + (3)]
	Basic Pools ²	Reallocated Pools ³	Total Plan Contributions ⁴	Obligated Employer Contributions ⁵	
(1)	(2)	(3)	(4)	(5)	(6)
2002	\$8,218,325	\$0	\$10,354,318	\$1,004,210	\$797,051
2003	7,609,893	0	10,711,705	1,202,010	853,941
2004	2,699,888	0	11,422,202	1,436,530	339,555
2005	7,356,236	0	12,552,444	1,732,850	1,015,520
2006	(11,459,432)	0	14,032,260	2,114,132	(1,726,504)
2007	8,643,230	0	15,799,867	2,545,790	1,392,660
2008	13,534,955	0	17,878,840	3,001,630	2,272,347
2009	32,744,404	0	21,253,566	3,914,680	6,031,170
2010	11,810,847	0	24,089,813	4,923,186	2,413,759
2011	8,550,069	37,718	27,415,285	6,064,793	1,899,785
2012	19,148,268	0	31,929,621	7,212,335	4,325,254
2013	11,098,537	41,016	35,901,735	8,247,079	2,558,895

A. Allocable Amount of Unfunded Vested Benefits (Sum of Column 6)	\$22,173,433
B. <i>De minimis</i>	50,000
C. Deductible: \$100,000 + (B) – (A), but not greater than (B) nor less than zero	0
D. Net Withdrawal Liability: (A) – (C), but not less than zero	\$22,173,433

¹ Years not shown have no withdrawal liability components.² Amortized value of the changes in the unfunded vested benefits, written down 5% per year.³ Amortized value of non-assessable or non-collectible withdrawal liability, written down 5% per year.⁴ Sum of total fund contributions for the Plan year listed and the four preceding years.⁵ Sum of employer contributions for the Plan year listed and the four preceding years, including contributions owed but not yet paid.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
) Chapter 11
Quantum Foods, LLC *et al.*,) Bk. No. 14-10318 (KJC)
) Jointly Administered
Debtors. ¹)

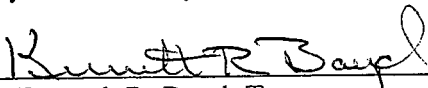
GENERAL POWER OF ATTORNEY

STATE OF ILLINOIS)
COUNTY OF COOK)

To: Thomas J. Angell, Esquire
Jacobs, Burns, Orlove & Hernandez
150 North Michigan Avenue, Suite 1000
Chicago, IL 6060
(312) 327-3437 / (312) 580-7175 Fax

The United Food & Commercial Workers Union Local 1546 Pension Fund, (the "Claimant") hereby authorizes you as attorney in fact for the Claimant, and with full power of substitution, to vote on any question that may be lawfully submitted to creditors of the debtor in the above-entitled case; to vote for a trustee or trustees of the estate of the debtor and for a committee of creditors; to file or amend proofs of claim; to accept satisfaction of any debt, with like powers to attend and vote at any other meeting or meetings of creditors; and further to settle, compromise or otherwise dispose of all of the Claimant's claims as he deem just and prudent.

IN WITNESS THEREOF, I hereby subscribe my name this 29th day of October 2014.



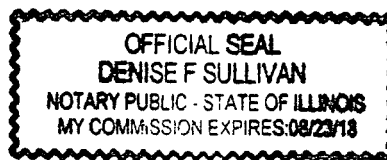
Kenneth R. Boyd, Trustee

Acknowledged before me this 29th day of October 2014, said subscriber being know to me to be the person described herein who, being properly authorized, signed the above power of attorney.



NOTARY PUBLIC

My commission expires: 8/23/18



¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Quantum Foods, LLC (9437); Quantum Foods 213-D, LLC (1862); Quantum Culinary, LLC (1302); GDC Logistics, LLC (1997); Choice One Foods, LLC (9512) (collectively the "Debtors"). The Debtors' mailing address is c/o Quantum Foods, LLC, 750 South Schmidt Road, Bolingbrook, Illinois 60440.



First Class Mail

LAW OFFICES
JACOBS, BURNS, ORLOVE & HERNANDEZ
150 NORTH MICHIGAN AVENUE, SUITE 1000
CHICAGO, ILLINOIS 60601



Newspaper Mail

TU:

Jacobs, Burns, Orlove & Hernandez
Attn: Thomas J. Angel
150 North Michigan Avenue, Suite 1000
Chicago, Illinois 60601



RECEIVED

BELINDA HARRIS
312-372-1646
JACOB BURNS ORLOVE & HERNAN
150 N. MICHIGAN AVENUE,
CHICAGO IL 60601

2 LBS PAK 1 OF
NOV 06 2014

BMC GROUP

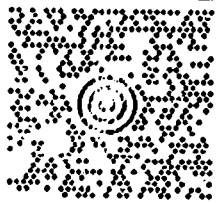
EAM
IN SHIPPS

SHIP TO:

QUANTUM FOODS, CLAIM PROCESSING
000-000-0000
BMC GROUP, INC.
18675 LAKE DRIVE EAST
CHANHASSEN MN 55317-9383

ORIGIN: 6060

DATE BY
11/5/14 AC



MN 559 9-03



UPS EARLY A.M.

1+

TRACKING #: 1Z XW0 545 15 9598 9045



BILLING: P/P

Reference#1: UFCW 1546 - 9268 Quantum

BMC GROUP



RECEIVED
NOV 06 2014