

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re	:	Chapter 11
	:	
QUANTUM FOODS, LLC, <i>et al.</i> , ¹	:	Case No. 14-10318 (KJC)
	:	
Debtors.	:	Jointly Administered
	:	
	:	Docket Ref. Nos. 30 and 127
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SUPPLEMENTAL DECLARATION OF M. BLAKE CLEARY IN SUPPORT OF THE DEBTORS' APPLICATION, PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2014, FOR AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF YOUNG CONAWAY STARGATT & TAYLOR, LLP AS ATTORNEYS FOR THE DEBTORS
NUNC PRO TUNC TO THE PETITION DATE

I, M. Blake Cleary, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that:

1. I am a partner in the firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway" or the "Firm"), Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, and am duly admitted to practice in the State of Delaware, the Commonwealth of Pennsylvania, the United States District Court for the District of Delaware, and the United States Court of Appeals for the Third Circuit.

2. This supplemental declaration (this "Supplemental Declaration") is submitted in support of the *Debtors' Application, Pursuant to Section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014, for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Attorneys for the Debtors Nunc Pro Tunc to the*

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

Petition Date (the “Application”) [Docket No. 30], as well as the initial declaration submitted in connection therewith (the “Initial Declaration”).² On March 12, 2014, the Court entered an order granting the Application [Docket No. 127] and approving Young Conaway’s retention.

3. Pursuant to the Initial Declaration, Young Conaway set forth and described the conflicts and connections search that it conducted in connection with its representation of the Debtors and listed its connections with the Debtors and other parties-in-interest. Young Conaway further provided that it would supplemental the Initial Declaration, as necessary, with disclosures of additional information as it developed or became available.

4. On May 12, 2014, Raging Bull Acquisition Company LLC (“Raging Bull”), a subsidiary of funds managed by Oaktree Capital Management L.P. (“Oaktree”), commenced an adversary proceeding against the Debtors by filing that certain *Complaint for Return of Deposit Under Asset Purchase Agreement* [D.I. 001, Case No. 14-50360 (KJC)] (the “Complaint”). In response to the Complaint, the Debtors filed an answer on July 8, 2014, and, included therein, asserted certain counterclaims against Raging Bull. Since that time, the Debtors and Raging Bull have engaged in extensive discovery, and the dispute between the parties remains ongoing. Young Conaway represents the Debtors in connection with this matter.

5. Young Conaway currently represents, or in the past has represented, Oaktree and/or its affiliates in matters unrelated to these Chapter 11 Cases.

6. Young Conaway was retained by an ad hoc group of first lien creditors (the “Ad Hoc Committee of TCEH First Lien Creditors”) to serve as Delaware co-counsel in connection with the chapter 11 proceedings commenced by Energy Future Holdings Corp. and its affiliates in the United States Bankruptcy Court for the District of Delaware on April 29,

² Capitalized terms not otherwise defined herein, shall have the meanings ascribed to them in the Application.


2014. Oaktree is a member of the Ad Hoc Committee of TCEH First Lien Creditors, which Young Conaway continues to represent at this time. Young Conaway received a prospective waiver from Oaktree with respect to this matter.

7. Young Conaway has previously represented (i) an unofficial committee of subordinated noteholders, (ii) a steering committee of noteholders, (iii) an ad hoc committee of noteholders, and (iv) a group of senior noteholders in separate matters unrelated to these Chapter 11 Cases. Oaktree or one of its affiliates was a member of each group identified in this paragraph 7. In addition, Young Conaway has previously represented Oaktree or its affiliates in a lender capacity in matters unrelated to these Chapter 11 Cases.

8. Based upon its review as of this date, Young Conaway does not hold or represent an interest adverse to the Debtors' estates and remains disinterested. Young Conaway will supplement this Supplemental Declaration, as necessary, with additional information or disclosures in the event that additional information is developed and further disclosures are warranted.

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

Dated: June 3, 2015
Wilmington, Delaware



M. Blake Cleary