

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

EPIC! CREATIONS, INC.,¹

Debtors.

Chapter 11

Case No. 24-11161 (BLS)

Objection Deadline:
April 7, 2025, at 4:00 p.m. (Eastern)

**SUMMARY OF THE FIFTH MONTHLY FEE STATEMENT OF QUINN
EMANUEL URQUHART & SULLIVAN, LLP, SPECIAL COUNSEL
TO THE CHAPTER 11 TRUSTEE, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM FEBRUARY 1, 2025, THROUGH FEBRUARY 28, 2025**

Name of Applicant:	Quinn Emanuel Urquhart & Sullivan, LLP
Authorized to Provide Professional Services to:	Chapter 11 Trustee
Date of Retention:	October 28, 2024, effective as of September 23, 2024
Amount of Compensation sought as actual, reasonable, and necessary:	\$4,856.76 (80% of \$6,070.95) ²
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$0.00
This is a monthly fee statement.	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Epic! Creations, Inc. (9113); Neuron Fuel, Inc. (8758); and Tangible Play, Inc. (9331).

² Quinn Emanuel has agreed to discount the fees in this case by 10%. Each monthly invoice reflects the 10% discount as does this Summary, except for the fees listed in the chart named Compensation by Individual. 100% of Quinn Emanuel's fees total \$6,745.50. 90% of Quinn Emanuel's fees total \$6,070.95 and 80% of Quinn Emanuel's fees total \$4,856.76.



PRIOR MONTHLY APPLICATIONS

Requested (100%)				Approved (80%/100%)		
Date Filed/ Docket No.	Period Covered	Fees	Expenses	Fees	Expenses	CNO Filed/ Docket No.
12/30/24/424	9/23/24- 10/31/24	\$12,805.20	\$0.00	\$10,244.16	\$0.00	1/23/25/461
01/16/25/453	11/1/24- 11/30/24	\$38,815.20	\$82.09	\$31,052.16	\$82.09	2/11/25/512
02/05/25/505	12/1/24- 12/31/24	\$15,088.95	\$0.00	\$12,071.16	\$0.00	2/27/25/542
02/28/25/549	1/1/25- 1/31/25	\$23,790.60	\$0.00	\$19,032.48	\$0.00	

PRIOR QUARTERLY APPLICATIONS

Requested				Approved		
Date Filed/ Docket No.	Period Covered	Fees	Expenses	Fees	Expenses	Order Entered/ Docket No.
01/17/25/457	9/23/24- 11/30/24	\$51,620.40	\$82.09	\$51,620.40	\$82.09	2/21/25/531

COMPENSATION BY INDIVIDUAL

Name	Position	Year of Admission	Hourly Rate	Total Hours	Total Compensation
Dennis Hranitzky	Partner	1996	\$2,115.00		\$0.00
Nick Marsh	Partner	2001	\$1,995.00	.4	\$798.00
Benjamin Finestone	Partner	2005	\$1,810.00		\$0.00
Parnika Chaturvedi	Partner	2010	\$1,810.00		\$0.00
Jagdish John Menezes	Counsel	2013	\$1,725.00		\$0.00
Katherine A. Scherling	Counsel	2010	\$1,570.00	.7	\$1,099.00
James Smithdale	Associate	2016	\$1,580.00	1.6	\$2,528.00
Jianjian Ye	Associate	2019	\$1,465.00		\$0.00
Christine Botvinnik	Law Clerk		\$645.00		\$0.00
Barbara J. Howell	Paralegal		\$595.00	3.9	\$2,320.50
Total				6.6	\$6,745.50

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees 100%	Total Fees 90%	Total Fees 80%
BY01-Case Administration	.6	\$357.00	\$321.30	\$257.04
BY02-Asset Analysis and Recovery	2.2	\$3,248.00	\$2,923.20	\$2,338.56
BY05-Fee/Employment Application	3.1	\$2,041.50	\$1,837.35	\$1,469.88
BY14-Plan	.7	\$1,099.00	\$989.10	\$791.28
Total	6.6	\$6,745.50	\$6,070.95	\$4,856.76

EXPENSES SUMMARY

Expense Category	Total Expense
Messenger	
Document Reproduction (\$0.10 per page)	
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Tabs	
Total	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

EPIC! CREATIONS, INC.,

Debtors.

Chapter 11

Case No. 24-11161 (BLS)

**Objection Deadline:
April 7, 2025, at 4:00 p.m. (Eastern)**

**FIFTH MONTHLY FEE STATEMENT OF QUINN EMANUEL URQUHART &
SULLIVAN, LLP, SPECIAL COUNSEL TO THE CHAPTER 11 TRUSTEE, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM FEBRUARY 1, 2025, THROUGH FEBRUARY 28, 2025**

Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), and rule 2016 of the Federal Rules of Bankruptcy Procedure, Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) hereby files its Fifth Monthly Fee Statement of Quinn Emanuel Urquhart & Sullivan, LLP, Special Counsel to the Chapter 11 Trustee, for Allowance of Compensation and Reimbursement of Expenses for the Period from February 1, 2025, through February 28, 2025 (the “Application”), and moves the Court for an order granting Quinn Emanuel reasonable compensation for professional legal services rendered as special counsel to the Chapter 11 Trustee (the “Trustee”) in these chapter 11 cases (the “Chapter 11 Cases”) in the aggregate amount of \$4,856.76 (80% of \$6,070.95), together with reimbursement for actual and necessary expenses incurred in the amount of \$0.00 for the period February 1, 2025, through February 28, 2025 (the “Fee Period”). In support of the Application, Quinn Emanuel respectfully represents as follows:

1. On June 4, 2024, an involuntary petition under chapter 11 of the Bankruptcy Code was filed against Epic! Creations, Inc (the “Petition”). The Petition was filed by GLAS Trust

Company LLC, in its capacity as administrative and collateral agent under the November 24, 2021 Credit and Guaranty Agreement and certain other lenders under the Credit Agreement.

2. On September 16, 2024, this Court entered an Order for Relief in Involuntary Cases and Appointing Chapter 11 Trustee (D.I. 147).

3. On September 23, 2024, the United States Trustee filed an Application for Entry of an Order Approving the Appointment of Claudia Z. Springer, Esq. as Chapter 11 Trustee (D.I. 151) and a Notice of Appointment Appointing Claudia Z. Springer, Esq. as Trustee of the Debtors (D.I. 152). Since that time, the Trustee has managed the Debtors' affairs pursuant to section 1106 of the Bankruptcy Code. No official committee has been appointed in these chapter 11 cases (the "Chapter 11 Cases").

4. A more detailed description of the background of the Debtors and these Chapter 11 Cases is set forth in the Declaration of Claudia Z. Springer in Support of First Day Motions (D.I. 193).

5. On October 10, 2024, the Trustee filed the Chapter 11 Trustee's Application for Order Under Sections 327(e) and 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Rules 2014-1 and 2016-1 Authorizing the Retention and Employment of Quinn Emanuel Urquhart & Sullivan, LLP as Special Counsel for the Chapter 11 Trustee *Nunc Pro Tunc* to the Appointment Date (the "Retention Application") (D.I. 185). The Court entered an order approving Quinn Emanuel's Retention Application on October 28, 2024 (the "Retention Order"). *See* D.I. 212.

6. Also on October 10, 2024, the Trustee filed its Chapter 11 Trustee's Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals (the "Interim Compensation Motion") (D.I. 187). An order

granting the Interim Compensation Motion was entered on October 28, 2024 (the “Interim Compensation Order”) (D.I. 218).

7. The Interim Compensation Order permits the Debtor’s professionals to seek compensation for professional services rendered and reimbursement of expenses on a monthly basis by filing a monthly fee statement and serving the parties listed below (the “Notice Parties”).

- a. the Trustee, Claudia Z. Springer, Novo Advisors, LLC, 401 N. Franklin St., Suite 4 East, Chicago, IL 60654;
- b. Counsel for the Trustee, Jenner & Block LLP, 353 N. Clark Street, Chicago, IL 60654, Attn: Catherine Steege (CSteege@jenner.com); Melissa Root (Mroot@jenner.com);
- c. Co-counsel for the Trustee, Pashman Stein Walder Hayden, P.C. 824 N. Market Street, Suite 800, Wilmington, Delaware, 19801, Attn: Henry J. Jaffe (hjaffe@pashmanstein.com) and Joseph C. Barsalona II (jbarsalona@pashmanstein.com);
- d. Counsel for GLAS (i) Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, IL 60654, Attn: Patrick J. Nash Jr. (patrick.nash@kirkland.com); (ii) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Brian Schartz, P.C. (bschartz@kirkland.com) and Jordan Elkin (jordan.elkin@kirkland.com);
- e. Co-counsel for GLAS, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19801, Attn: Laura Davis Jones (ljones@pszjlaw.com);
- f. Co-counsel for GLAS, Reed Smith LLP, 599 Lexington Avenue, 22nd Floor, New York, New York 10022, Attn: David A. Pisciotta (dpisciotta@reedsmith.com);
- g. Counsel for the Petitioning Lender Creditors, Cahill, Gordon & Reindel LLP, 32 Old Slip, New York, New York 10005, Attn: Joel Moss (jmoss@cahill.com);
- h. Co-counsel for the Petitioning Lender Creditors, Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: G. David Dean (ddean@coleschotz.com);
- i. United States Trustee, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Linda Casey (linda.casey@usdoj.gov); and

- j. Counsel to any official committee of unsecured creditors appointed in these Chapter 11 Cases (each a “Notice Party” and collectively, the “Notice Parties”).

SUMMARY OF SERVICES RENDERED

8. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Fee Period, showing the total amount of fees incurred during the Fee Period is \$6,070.95, 80% of which is \$4,856.76.

DISBURSEMENTS

9. Attached hereto as Exhibit B is a detailed description of expenses paid during the Fee Period, showing the total amount of \$0.00 for which Quinn Emanuel seeks reimbursement. Pursuant to Local Rule 2016-1, Quinn Emanuel represents that: (i) its rate for copying charges is \$0.10 per page for black and white copies and \$0.25 per page for color copies; (ii) its rate for outgoing facsimile transmission charges do not exceed \$0.25 per page, with no charge for incoming facsimiles; and (iii) when billed for computer-assisted legal research, the Debtor is billed no more than actual costs.

VALUATION OF SERVICES

10. Attorneys and paraprofessionals of Quinn Emanuel have expended a total of 6.6 hours in connection with this matter during the Fee Period.

11. The amount of time spent by each of these persons providing services to the Debtor is fully set forth in the detailed statement attached hereto as Exhibit A. The hourly rates set forth therein are Quinn Emanuel’s normal hourly rates of compensation for work of this nature. The reasonable value of the services rendered by Quinn Emanuel for the Fee Period is \$6,070.95.

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (i) the complexity of the Chapter 11 Case, (ii) the time expended, (iii) the nature and extent of the services rendered, (iv) the value of such

services, and (v) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code. In addition, Quinn Emanuel has reviewed the requirements of Local Rule 2016-1 and believes that this Application complies with the requirements set forth therein.

CONCLUSION

WHEREFORE, Quinn Emanuel requests that the Court (i) authorize the Debtor to (a) pay Quinn Emanuel the sum of \$4,856.76 (representing 80% of the total fees) as compensation for actual and necessary professional services it rendered to the Debtor during the Fee Period and (b) reimburse Quinn Emanuel the sum of \$0.00 for the actual and necessary costs and expenses it incurred during the Fee Period, each in accordance with the Interim Compensation Order, and (ii) grant such other and further relief as the Court may deem just and proper.

Respectfully submitted this 17th day of March, 2025.

**QUINN EMANUEL URQUHART &
SULLIVAN, LLP**

By: /s/ Benjamin I. Finestone
Benjamin I. Finestone (admitted *pro hac vice*)
295 5th Avenue
New York, New York 10016
Tel.: (212) 849 7000
benjaminfinestone@quinnemanuel.com

Special Counsel to the Chapter 11 Trustee

CERTIFICATE OF COMPLIANCE WITH LOCAL RULE 2016-1

I, Benjamin Finestone, hereby certify as follows:

1. I am a partner in the law firm of Quinn Emanuel Urquhart & Sullivan, LLP and have been admitted to practice pro hac vice in this bankruptcy case.

2. I have personally performed certain of the legal services rendered by Quinn Emanuel, as special counsel to the Chapter 11 Trustee, and am generally familiar with all other work performed on behalf of the Debtor by the lawyers and paraprofessionals at Quinn Emanuel.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief. Moreover, I have reviewed the requirements of Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and submit that the Application complies with such requirements.

Dated: March 17th, 2025

/s/ Benjamin Finestone
Benjamin Finestone

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

EPIC! CREATIONS, INC.,¹

Debtors.

Chapter 11

Case No. 24-11161 (BLS)

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April 7, 2025, at 4:00 p.m. (Eastern)**

**NOTICE OF FIFTH MONTHLY FEE
STATEMENT OF QUINN EMANUEL URQUHART
& SULLIVAN, LLP, SPECIAL COUNSEL TO THE CHAPTER 11 TRUSTEE, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM FEBRUARY 1, 2025, THROUGH FEBRUARY 28, 2025**

PLEASE TAKE NOTICE THAT Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) as special counsel to Claudia Springer, not individually, but solely as Chapter 11 Trustee (the “Trustee”) of the estates of Epic! Creations, Inc. (“Epic”), Neuron Fuel, Inc. (“Neuron Fuel”), and Tangible Play, Inc. (“Tangible Play,” together with Epic and Neuron Fuel, collectively the “Debtors”) filed its *Fifth Monthly Fee Statement of Quinn Emanuel Urquhart & Sullivan, LLP as Special Counsel to the Chapter 11 Trustee for Allowance of Compensation and Reimbursement of Expenses for the Period from February 1, 2025, through February 28, 2025* (the “Application”).

PLEASE TAKE FURTHER NOTICE THAT objections to the Application, if any, are required to be filed on or before **April 7, 2025, at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the Court, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the objection so as to be received by the following on or before the Objection Deadline to:

- i. the Trustee: Claudia Z. Springer, Novo Advisors, LLC, 401 N. Franklin St., Suite 4 East, Chicago, IL 60654;
- ii. counsel to the Trustee: Jenner & Block LLP, 353 N. Clark Street, Chicago, IL 60654, Attn: Catherine Steege (CSteege@jenner.com); Melissa Root (MRoot@jenner.com); and Pashman Stein Walder Hayden, P.C., 824 N. Market Street, Suite 800, Wilmington, Delaware, 19801-1242, Attn: Henry J. Jaffe (hjaffe@pashmanstein.com); Joseph C. Barsalona II (jbarsalona@pashmanstein.com) and Alexis R. Gambale (agambale@pashmanstein.com); Quinn Emanuel Urquhart & Sullivan, LP, 51 Madison Avenue, 22nd Floor, New York, New York 10010, Attn: Benjamin Finestone (benjaminfinestone@quinnemanuel.com);

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Epic! Creations, Inc. (9113); Neuron Fuel, Inc. (8758); and Tangible Play, Inc. (9331).

- iii. counsel for GLAS: Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, IL 60654, Attn: Patrick J. Nash Jr. (patrick.nash@kirkland.com); Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Brian Schartz, P.C. (bschartz@kirkland.com) and Jordan Elkin (jordan.elkin@kirkland.com); Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19801, Attn: Laura Davis Jones (ljones@pszjlaw.com); and Reed Smith LLP, 599 Lexington Avenue, 22nd Floor, New York, New York 10022, Attn: David A. Pisciotta (dpisciotta@reedsmith.com);
- iv. counsel for the Petitioning Lender Creditors: Cahill, Gordon & Reindel LLP, 32 Old Slip, New York, NY 10005, Attn: Joel Moss (jmoss@cahill.com); and Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801, Attn: G. David Dean (ddean@coleschotz.com); and
- v. U.S. Trustee for the District of Delaware: Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware, 19801, Attn: Linda Casey (linda.casey@usdoj.gov).

PLEASE TAKE FURTHER NOTICE THAT ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED AND RECEIVED, IN ACCORDANCE WITH THE PROCEDURES ABOVE, WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT SUCH HEARING.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: March 17, 2025
Wilmington, Delaware

PASHMAN STEIN WALDER HAYDEN, P.C.

/s/ Alexis R. Gambale

Henry J. Jaffe (No. 2987)
Joseph C. Barsalona II (No. 6102)
Alexis R. Gambale (No. 7150)
824 N. Market Street, Suite 800
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jbarsalona@pashmanstein.com
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-and-

JENNER & BLOCK LLP

Catherine Steege (admitted *pro hac vice*)
Melissa Root (admitted *pro hac vice*)
William A. Williams (admitted *pro hac vice*)
353 N. Clark Street
Chicago, Illinois 60654
Telephone: (312) 923-2952
Email: csteege@jenner.com
mroot@jenner.com
wwilliams@jenner.com

Co-counsel to the Trustee

-and-

**QUINN EMANUEL URQUHART &
SULLIVAN, LLP**

Benjamin Finestone (admitted *pro hac vice*)
295 5th Avenue
New York, New York 10016
Tel.: (212) 849 7000
benjaminfinestone@quinnemanuel.com

Special Counsel to the Chapter 11 Trustee

EXHIBIT A

quinn emanuel trial lawyers

865 S. Figueroa Street, 10th Floor
Los Angeles, California 90017

March 05, 2025

Claudia Springer
None
401 N. Franklin St.
Suite 4 East
Chicago, Illinois 60654

Matter #: 13315-00001
Invoice Number: 101-0000185244
Responsible Attorney: Benjamin Finestone

Tangible Play, Epic! Creations, Inc. and Neuron Fuel

For Professional Services through February 28, 2025 in connection with representing Claudia Springer as court-appointed chapter 11 trustee over the estates for Tangible Play, Neuron Fuel, and Epic Creations.

Fees	\$6,745.50
10% Discount	<u>-\$674.55</u>
Net Billed Fees	\$6,070.95
Total Due This Invoice	\$6,070.95
Balance Due from Previous Statement(s)	\$26,808.39
Total Balance Due	<u><u>\$32,879.34</u></u>

Confidential – May include attorney-client privileged and work-product information

quinn emanuel trial lawyers

March 05, 2025

Page 2

Matter #: 13315-00001

Invoice Number: 101-0000185244

Statement Detail**BY01 Case Administration**

02/05/25	BH2	Review Pacer docket and update files to current status (0.3).	0.30	178.50
02/20/25	BH2	Review Epic! Creations Pacer Docket and calendar hearing dates and deadlines (0.3).	0.30	178.50
SUBTOTAL			0.60	357.00

BY02 Asset Analysis and Recovery

02/03/25	BH2	Review bid procedures motion and calendar deadlines, auction date, and sale hearing (0.4).	0.40	238.00
02/19/25	JS1	Review of email from the Client (0.1) and draft judgment and related papers (0.7); emails with N.Marsh re the same including draft response to the Client with queries about the judgment (0.5).	1.30	2,054.00
02/20/25	NM2	Review the judgment and emails re next steps (0.4).	0.40	798.00
02/20/25	JS1	Email to C.Steege with queries on the judgment (0.1).	0.10	158.00
SUBTOTAL			2.20	3,248.00

BY05 Fee/Employment Application

02/11/25	BH2	Email communications with L. Salcedo (Pashman Stein) regarding the fee application and monthly fee statement filed on behalf of Quinn Emanuel (0.3).	0.30	178.50
02/12/25	BH2	Begin to prepare the January monthly fee statement (0.6).	0.60	357.00
02/18/25	BH2	Continue to prepare the January monthly fee statement (1.1).	1.10	654.50

quinn emanuel trial lawyers

March 05, 2025

Page 3

Matter #: 13315-00001

Invoice Number: 101-0000185244

02/28/25	JS1	Liaise with the Quinn Emanuel team re the January monthly fee statement (0.2).	0.20	316.00
02/28/25	BH2	Finalize (0.6) and forward Quinn Emanuel's monthly fee statement to L. Salcedo for filing (0.1); serve the file-stamped copy to the parties listed on the Interim Compensation Order (0.1) and serve the LEDES data and unredacted invoice on the United States Trustee (0.1).	0.90	535.50
SUBTOTAL			3.10	2,041.50

BY14 Plan and Disclosure Statement

02/03/25	KS2	Analyze the litigation trust issues (0.7).	0.70	1,099.00
SUBTOTAL			0.70	1,099.00

Fee Summary

Attorneys	Init.	Title	Hours	Rate	Amount
Nick Marsh	NM2	Partner	0.40	1,995.00	798.00
James Smithdale	JS1	Associate	1.60	1,580.00	2,528.00
Katherine A. Scherling	KS2	Counsel	0.70	1,570.00	1,099.00
Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	3.90	595.00	2,320.50

EXHIBIT B

EXPENSES SUMMARY

Expense Category	Total Expense
Messenger	
Document Reproduction (\$0.10 per page)	
Velobind	
Tabs	
Total	\$0.00