

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

WESCO AIRCRAFT HOLDINGS, INC.,¹

Debtors.

Case No. 23-90611 (MI)

Chapter 11

(Jointly Administered)

**FIFTEENTH MONTHLY FEE STATEMENT OF
QUINN EMANUEL URQUHART & SULLIVAN, LLP FOR THE PERIOD
AUGUST 1, 2024, THROUGH AUGUST 31, 2024²**

Quinn Emanuel Urquhart & Sullivan, LLP (“*Quinn Emanuel*”) submits, pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “*Interim Compensation Order*”) (ECF No. 421) entered on August 8, 2023, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period August 1, 2024, through August 31, 2024 (the “*August Monthly Fee Statement*”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$121,617.00 (80% of the services rendered), plus \$12,660.55 (100% of the interim expenses incurred). Summaries of the fees and expenses are attached as Exhibits A, B, and C. An invoice reflecting detailed time entries is attached hereto as Exhibit D.

¹ The Debtors operate under the trade name Incora and have previously used the trade names Wesco, Pattonair, Haas, and Adams Aviation. A complete list of the Debtors in these chapter 11 cases, with each one’s federal tax identification number and the address of its principal office, is available on the website of the Debtors’ noticing agent at <https://veritaglobal.net/incora>. The service address for each of the Debtors in these cases is 2601 Meacham Blvd., Suite 400, Fort Worth, Texas 76137.

² Quinn Emanuel discounts the fees in this case by 10%. Each monthly invoice reflects the 10% discount as does this August Monthly Fee Statement, except for the fees listed in Exhibit B. 100% of Quinn Emanuel’s fees total \$168,912.50. 90% of Quinn Emanuel’s fees total \$152,021.25, and 80% of Quinn Emanuel’s discounted fees total \$121,617.00.



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Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve within 14 days after delivery of the August Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee Notice Parties (as listed below) (the “*Written Notice*”). The Written Notice shall specifically identify the objectionable fees and expenses, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “*Objection*”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order ¶ 1.(b).

The Fee Notice Parties as defined in the Interim Compensation Order are:

- a. the Debtors c/o Wesco Aircraft Holdings, Inc., 2601 Meacham Blvd., Suite 400, Fort Worth, Texas 76137, Attn: Dawn Landry (Dawn.landry@Incora.com);
- b. counsel to the Debtors (A) Milbank, LLP, 55 Hudson Yards, 36th Floor, New York, New York 10001, Attn: Dennis F. Dunne (DDunne@Milbank.com), Samuel A. Khalil (SKhalil@Milbank.com), and Benjamin M. Schak (BSchak@Milbank.com) and (B) Haynes and Boone LLP, 1221 McKinney Street, Suite 4000, Houston, Texas 77010, Attn: Charles A. Beckham, Jr. (Charles.Beckham@HaynesBoone.com), Patrick L. Hughes (Patrick.Hughes@HaynesBoone.com), and Kelli S. Norfleet (Kelli.Norfleet@HaynesBoone.com);
- c. counsel to the First Lien Noteholder Group, Davis Polk & Wardwell LLP, Attn: Damian Schaible (Damian.Schaible@DavisPolk.com), Angela Libby (Angela.Libby@DavisPolk.com), and Stephanie Massman (Stephanie.Massman@DavisPolk.com);
- d. counsel to the Official Committee of Unsecured Creditors (the “Committee”), Morrison & Foerster LLP, Attn: Lorenzo Marinuzzi (LMarinuzzi@MoFo.com), Theresa Foudy (TFoudy@MoFo.com), Michael Birnbaum (MBirnbaum@MoFo.com), Benjamin Butterfield (BButterfield@MoFo.com), and Raff Ferraioli (RFerraioli@MoFo.com);
- e. counsel or proposed counsel to any other statutory committee appointed in these chapter 11 cases; and

- f. the Office of the United States Trustee, 515 Rusk, Suite 3516, Houston, Texas 77002, Attn: Jayson Ruff (Jayson.B.Ruff@USDOJ.gov).

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees (after applying the voluntary 10% discount) and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted on October 8, 2024.

QUINN EMANUEL URQUHART & SULLIVAN, LLP

By: /s/ Christopher D. Porter
Christopher D. Porter (TX SBN: 24070437)
Cameron Kelly (TX SBN: 24120936)
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Houston, TX 77002
Tel: 713-221-7000
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chrisporter@quinnemanuel.com
cameronkelly@quinnemanuel.com

-and-

Susheel Kirpalani (*pro hac vice*)
Matthew R. Scheck (*pro hac vice*)
Victor Noskov (*pro hac vice*)
Anna Deknatel (*pro hac vice*)
Zachary Russell (*pro hac vice*)
Ari Roytenberg (*pro hac vice*)
Kenneth Hershey (*pro hac vice*)
51 Madison Ave., 22nd Fl.
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ariroytenberg@quinnemanuel.com
kenhershey@quinnemanuel.com

*Special Litigation and Conflicts Counsel for
the Debtors and Debtors in Possession*

CERTIFICATE OF SERVICE

I certify that, on October 8, 2024, a true and correct copy of the foregoing Monthly Fee Statement was served through the Court's Electronic Case Filing system of the United States Bankruptcy Court for the Southern District of Texas.

/s/ Christopher D. Porter

Christopher D. Porter

EXHIBIT A**Summary of Legal Fees for the Fee Period³**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 10% Discount
01	Case Administration	4.1	\$4,999.00	\$4,499.10
02	Fee Applications	4.6	\$4,749.00	\$4,274.10
05	2022 Transaction Litigation	93.9	\$153,414.50	\$138,073.05
06	Disclosure Statement, Plan, Confirmation	4.6	\$5,750.00	\$5,175.00
07	Non-Working Travel	0.0	\$0.00	\$0.00
	Total	107.2	\$168,912.50	\$152,021.25

³ Non-working travel is reduced by 50%, then the 10% discount is applied.

EXHIBIT B**Summary of Hours billed by Quinn Emanuel Attorneys and Paraprofessionals**

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation (without 10% discount)
Susheel Kirpalani	Partner	1995	Bankruptcy and Restructuring	\$2,250.00	22.0	\$49,500.00
K. John Shaffer	Partner	1991	Bankruptcy and Restructuring	\$2,250.00	0.0	\$0.00
Matthew R. Scheck	Partner	2008	Bankruptcy and Restructuring	\$1,580.00	0.0	\$0.00
Victor Noskov	Partner	2013	Bankruptcy and Restructuring	\$1,505.00	53.2	\$80,066.00
Anna Deknatel	Associate	2016	Bankruptcy and Restructuring	\$1,390.00	4.2	\$5,838.00
Ari Roytenberg	Associate	2017	Bankruptcy and Restructuring	\$1,385.00	1.5	\$2,077.50
Zachary Russell	Associate	2017	Bankruptcy and Restructuring	\$1,385.00	.7	\$969.50
Ken Hershey	Associate	2020	Bankruptcy and Restructuring	\$1,280.00	15.9	\$20,352.00
Cameron Kelly	Associate	2020	Bankruptcy and Restructuring	\$1,195.00	5.9	\$7,050.50
Tanmayi Sharma	Associate	2022	Commercial Litigation	\$1,095.00	1.9	\$2,080.50
Ankitha Mandava	Associate	2024	Bankruptcy and Restructuring	\$990.00	0.0	\$0.00
Emma McCabe	Law Clerk	2024	Bankruptcy and Restructuring	\$880.00	0.0	\$0.00
Barbara J. Howell	Paralegal			\$515.00	1.9	\$978.50
Isabelle Pack	Paralegal			\$515.00	0.0	\$0.00
Steven Wong	Litigation Support			\$175.00	0.0	\$0.00
Total					107.2	\$168,912.50

EXHIBIT C**Summary of Expenses for the Fee Period**

Expense	Amount
Lexis Courtlink	
Parking	
Telephone	
Attorney Services	
Hearing transcript	
Trial transcript	
Outside record production	
Express mail	
Filing Fee	
Messenger	
Courier	
Document services	\$368.53
Meals during travel	\$46.81
RelOne User Fee	\$1,500.00
RelOne TIFF (per page)	
RelOne Processing	
RelOne Active Hosting (Per GB)	\$5,524.80
Document reproduction (\$.10 per page)	
Local business travel	\$102.48
Color document reproduction (\$.25 per page)	
Hotel	\$2,642.95
1 inch binders	
1.5 inch binders	
2 inch binders	
3 inch binder	
Tabs	
Velobind	
Local meals	
Out-of-town travel	
Air travel	\$1,500.75
Travel	\$794.23
Other	
Deposition Transcripts	
Video Deposition/Videotaping	
Room rental	\$180.00
Professional services (Magna Trialgraphix, LLC)	
Total	\$12,660.55

quinn emanuel trial lawyers

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

September 18, 2024

Dawn Laundry
 General Counsel
 Wesco Aircraft Holdings, Inc.
 2601 Meacham Blvd, Suite 400
 Forth Worth, TX 76137

Matter #: 11832-00001A
 Invoice Number: 101-0000176778
 Responsible Attorney: Susheel Kirpalani

Bankruptcy

For Professional Services through August 31, 2024 in connection with Quinn Emanuel serves as counsel to represent Wesco Aircraft Holdings, Inc. and its subsidiaries (as successor by merger to Wolverine Escrow, LLC, and doing business as Incora) (“Wesco”) in connection with claims asserted in New York State Court under the caption SSD Investments Ltd., et al. v. Wilmington Savings Fund Society, FSB, et al. by certain lenders of Wesco in relation to a March 2022 transaction effectuated by Wesco with the consent of certain of its lenders.

Fees	\$168,912.50
10% Discount	<u>-\$16,891.25</u>
Net Billed Fees	\$152,021.25
Expenses	<u>\$12,660.55</u>
Net Amount	\$164,681.80
Total Due This Invoice	\$164,681.80
Balance Due from Previous Statement(s)	\$1,736,876.24
Total Balance Due	<u>\$1,901,558.04</u>

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



quinn emanuel trial lawyersSeptember 18, 2024
Page 3Matter #: 11832-00001A
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prepare notice of rate increase (0.2).

SUBTOTAL 4.60 4,749.00

IN05 2022 Transaction Litigation

08/01/24	KH2	Review Kobre motion for adequate protection (0.3); review order abating motion for reconsideration of DIP order (0.1); answer question re: pleading from M. Scheck (0.1).	0.50	640.00
08/01/24	VN1	Review correspondence from client re [REDACTED] (.2); correspond with working re same (.1); review potential plan of reorganization term sheet (.9).	1.30	1,956.50
08/02/24	ZR1	Correspondence regarding adequate protection motion (.2).	0.20	277.00
08/02/24	SK2	Reviewing draft plan and back-and-forth communications (2.5).	2.50	5,625.00
08/07/24	KH2	Attend weekly advisor meeting (0.3); catch-up on email (0.1).	0.40	512.00
08/07/24	VN1	Review issues re status conference (.5); correspond with other counsel re coordination re same (.5); review correspondence re plan issues and next steps (.9); correspond with working group re same (.4).	2.30	3,461.50
08/07/24	SK2	Call w/S. Khalil (Milbank) re plan process (.6); review new draft of plan (.9); corresp w/E. Oberwetter (W&C) re agenda for upcoming conference and issues surrounding further briefing (.3); corresp w/M. Scheck, V. Noskov re update from Milbank on mediation effort (.3).	2.10	4,725.00
08/08/24	VN1	Correspond with various parties re status conference (.4); calls with same re same (.9); review plan issues (.6); review transcript re status of decision	1.30	1,956.50

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		(.9).		
08/09/24	KH2	Call w/ joint defense group re: status hearing (0.5); correspondence re: same (0.1); review UMB adequate protection joinder (0.1); research re: [REDACTED] (2.2).	2.90	3,712.00
08/09/24	VN1	Correspond with QE working group re confirmation scheduling issues (.2); prepare for and attend several calls with various parties re same (3.3); prepare for and attend call with Milbank re strategy and next steps (.5).	4.00	6,020.00
08/09/24	TS4	Call w/ Joint Defense Group to discuss Langur Maize trial strategy (0.5).	0.50	547.50
08/09/24	SK2	Prepare for and attend conference call w/Milbank, Holwell Shuster, Davis Polk, Porter Hedges to discuss status of negotiations with 2026 Holders and plan process (1.0); attend call w/joint defense group to discuss remaining issues to be litigated with Langur Maize and status of discussions w/ Jones Day (.6); attend conf call w/Kobre Kim, Milbank re plan process (.5); review [REDACTED] (.3).	2.40	5,400.00
08/10/24	KH2	Follow-up emails w/ S. Kirpalani re: [REDACTED] (0.3).	0.30	384.00
08/10/24	VN1	Review correspondence re plan documents (.5); review correspondence with other parties re same (.3).	0.80	1,204.00
08/11/24	KH2	Further analysis/correspondence re: [REDACTED] (1.0).	1.00	1,280.00
08/11/24	SK2	Attend continued discussion w/Kobre Kim, Milbank re	0.50	1,125.00

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		confirmation process and trying to narrow issues for contested plan hearing (.5).		
08/12/24	KH2	Review statement re: Langur Maize proceedings (0.1); review revised plan of reorganization (0.8).	0.90	1,152.00
08/12/24	VN1	Review issues related to plan and next steps (1.5); correspond with working group re same (.4); revise deck re same for status conference (1.2); review same and correspond with working group re same (.2); prepare for and attend calls with co-counsel re same (1.9).	5.20	7,826.00
08/12/24	SK2	Call w/Milbank re status conference and plan process (.5); review and revise draft slides for status conference (.9); confer w/V. Noskov re status conference (.5).	1.90	4,275.00
08/13/24	KH2	Remotely attend status conference (1.5).	1.50	1,920.00
08/13/24	TS4	Remotely attend Court Status Conference before Judge Isgur in Bankruptcy Court (1.4).	1.40	1,533.00
08/13/24	VN1	Prepare for and attend status conference (2.4); prepare for and attend calls with working group and co-counsel re same (2.0); [REDACTED] (1.1); correspond with working group re same (.2).	5.70	8,578.50
08/13/24	ZR1	Remotely attend status hearing (.5).	0.50	692.50
08/13/24	AR0	Remotely attend status hearing (1.5).	1.50	2,077.50
08/13/24	SK2	Remotely attend status conference to discuss adversary proceeding and plan process (2.0); attend post-conference discussion w/D. Dunne, A. Leblanc, S. Khalil, V.Noskov (.6); [REDACTED]	3.10	6,975.00

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		██████████ (.4); corresp w/A. Deknatel, V. Noskov re same (.1).		
08/14/24	VN1	Correspond with working group re plan issues and review and analysis re same (1.9); research re same (1.5); review correspondence re schedule (.2).	3.60	5,418.00
08/14/24	KH2	Attend weekly advisor call (0.6).	0.60	768.00
08/15/24	VN1	Review correspondence re plan issues (.4); review draft plan (.3); review schedule correspondence (.3); review correspondence re ██████████ (.3).	1.30	1,956.50
08/15/24	SK2	Call w/B. Heidlage (Holwell Shuster) responding to questions on plan status and timing (.4); corresp w/S. Khalil (Milbank) re ██████████ (.4); corresp w/B. Schak (Milbank) re ██████████ (.3).	0.40	900.00
08/15/24	KH2	Review hearing transcript (0.2).	0.20	256.00
08/16/24	AD5	Emails with VN regarding ██████████ (0.3).	0.30	417.00
08/16/24	VN1	Correspond with working group re hearing transcript and deadline for motion for reconsideration (.5); review correspondence re ██████████ (.4); review ██████████ (.9); review correspondence re ██████████ (.1); review correspondence re ██████████ (.4).	2.30	3,461.50
08/16/24	SK2	Call w/B. Heidlage (Holwell Shuster) re debtors' position on adversary rulings (.4); corresp w/V. Noskov, K. Hershey re same (.1); corresp w/ B. Schak, S. Khalil (Milbank) re ██████████ (.9).	1.40	3,150.00
08/16/24	KH2	Correspond w/ S. Kirpalani re:	0.60	768.00

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		hearing (0.5); review PIMCO/Silver Point notice (0.1).		
08/18/24	SK2	Corresp w/D. Dunne, B. Schak (Milbank) re [REDACTED] [REDACTED] (.6); review outline for call re plan process (.4).	1.00	2,250.00
08/19/24	VN1	Prepare for and attend conferences with working group and co-counsel re plan issues (.9); review materials re same (.9); prepare for and attend calls with counsel re standing motion issues (.5); correspond with working group re same (.6); calls with co-counsel re same (.4); correspond with working group re standing motion issues (.4); correspond with co-counsel re same and calls re same (.7); review issues re schedule and review correspondence re same (.5); correspond with working group re same (.4).	5.30	7,976.50
08/19/24	SK2	Attend conf call w/Milbank and PJT to discuss [REDACTED] [REDACTED] (.6).	0.60	1,350.00
08/20/24	VN1	Prepare for and attend calls with co-counsel re plan issues (.8); prepare for and attend calls with DIP lenders re next steps (.9); correspond with working group re same (.2); correspond with working group re [REDACTED] (.2); correspond with co-counsel and other parties re plan issues (1.6); review draft of same (1.1); prepare for and attend call re same (.9).	5.70	8,578.50
08/21/24	VN1	Review issues related to confirmation timing and plan approach (.9); correspond with co-counsel re same (.3); calls with same re same (.7); correspond with working group re [REDACTED] (.5); calls with DIP lenders re same (.9); correspond	4.60	6,923.00

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		with working group re same (.2); correspond with co-counsel re draft disclosure statement (.3); review issues re same (.2); prepare for and attend weekly call re case (.6).		
08/21/24	SK2	Reviewing provisions of new draft Plan (1.5); attend call w/B. Schak (Milbank), A. Telekuntla (PJT), others to discuss open Plan issues (.7); review proposed schedule from Holwell Shuster for resolving matters in connection with confirmation and corresp w/V. Noskov re same (.4).	2.50	5,625.00
08/22/24	VN1	Review plan-related correspondence from constituents (.7); correspond with co-counsel re same (.2); correspond with working group and co-counsel re disclosure statement mark-up (.4); call with same re same (.4); call with DIP lender counsel re same (.5); review draft of same (.5); prepare for and attend call with DIP lenders re plan issues (.5).	3.20	4,816.00
08/22/24	SK2	Review appeal provisions in draft plan (.7); review latest draft plan in advance of discussion w/counsel to DIP lenders (.8); attend conf call w/B. Schak (Milbank), S. Massman, A. Libby (Davis Polk), B. Heidlage (Holwell Shuster) to discuss comments to draft plan (.7).	2.20	4,950.00
08/23/24	SK2	Corresp w/B. Schak (Milbank) re open points with DIP lender group (.2); review comments from stakeholders on the appellate provisions of plan draft (.6); conf call w/ Joint Defense Group re supplemental briefing prior to confirmation and scheduling of same (.6).	1.40	3,150.00
08/23/24	VN1	Prepare for and attend call with various parties re timing of hearing	1.50	2,257.50

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		re remaining claims (.9); review court transcript re same (.6).		
08/27/24	VN1	Correspond with working group re hearing date for remaining claims (.5); calls with co-counsel re same (.4).	0.90	1,354.50
08/28/24	VN1	Correspond with DIP Lender counsel re dates for remaining claims argument (.5); correspond with working group re same (.3); correspond with working group re research re plan issues (.1); prepare for and attend weekly advisor call (.6).	1.50	2,257.50
08/29/24	KH2	Weekly advisor call (0.2); review stipulation (0.1); correspond w/ Williams & Connolly re: brief (0.2).	0.50	640.00
08/29/24	VN1	Correspond with DIP lender counsel re scheduling issues (.2); call with same re same (.6); correspond with various parties re disclosure statement logistics (.5); correspond with working group re same (.2).	1.50	2,257.50
08/30/24	KH2	Review and analyze recent filings (0.1).	0.10	128.00
08/31/24	KH2	Review and comment on remaining claim briefing (4.8).	4.80	6,144.00
08/31/24	VN1	Correspond with working group re plan-related drafting issues and review briefing re same (1.2).	1.20	1,806.00
		SUBTOTAL	93.90	153,414.50

IN06 Disclosure Statement, Plan, Confirmation

08/13/24	CK5	Virtually attend status conference on confirmation (1.6); prepare summary of hearing for QE team (0.8).	2.40	2,868.00
08/13/24	AD5	Call with VN regarding plan research (0.2); emails with SK, VN regarding plan issues (0.4).	0.60	834.00

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08/21/24	KH2	Correspond w/ V. Noskov (0.1); review verified statement from 2024/2026 Holders (0.1); weekly call with advisors (0.8); review stipulation by 2024/2026 Holders and First Lien Noteholder Group (0.1).	1.10	1,408.00
08/24/24	KH2	Review second amended plan (0.5).	0.50	640.00
		SUBTOTAL	4.60	5,750.00

Fee Summary

Attorneys	Init.	Title	Hours	Rate	Amount
Susheel Kirpalani	SK2	Partner	22.00	2,250.00	49,500.00
Victor Noskov	VN1	Partner	53.20	1,505.00	80,066.00
Anna Deknatel	AD5	Associate	4.20	1,390.00	5,838.00
Zachary Russell	ZR1	Associate	0.70	1,385.00	969.50
Ari Roytenberg	AR0	Associate	1.50	1,385.00	2,077.50
Ken Hershey	KH2	Associate	15.90	1,280.00	20,352.00
Cameron Kelly	CK5	Associate	5.90	1,195.00	7,050.50
Tanmayi Sharma	TS4	Associate	1.90	1,095.00	2,080.50
Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	1.90	515.00	978.50

Expense Summary

Description	Amount
Meals during travel	46.81
Online Research	0.00
Local business travel	102.48
Travel	794.23
Hotel	2,642.95
Room rental	180.00
Air travel	1,500.75
PACER Services	0.00
Document Services	368.53

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Description	Amount
<u>Litigation Support Costs</u>	
RelOne User Fee	1,500.00
RelOne Active Hosting (Per GB)	5,524.80
Total Expenses	\$12,660.55