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ATTORNEYS FOR THE OFFICIAL COMMITTEE OF
EXCEL INDEPENDENT REPRESENTATIVES

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re	)	Chapter 11 Case
VARTEC TELECOM, INC., et al.,	)	Case No. 04-81694-HDH-11
Debtors.	)	Jointly Administered

THIRD INTERIM APPLICATION OF WHITE & CASE LLP, COUNSEL FOR THE OFFICIAL COMMITTEE OF EXCEL INDEPENDENT REPRESENTATIVES, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES

Name of Applicant:	White & Case LLP
Authorized to Provide Professional Services to:	Official Committee of Excel Independent Representatives
Effective Date of Retention:	December 8, 2004
Period for which compensation and reimbursement is sought:	July 1, 2005 through October 31, 2005
Amount of compensation sought as actual, reasonable, and necessary:	$146,416.00
Amount of expense reimbursement sought as actual, reasonable, and necessary:	$ 20,399.32
Total Gross Amount Requested:	$168,815.32

This is an __X__ interim _____ final application.

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White & Case LLP ("W&C"), counsel for the Official Committee of Excel Independent Representatives (the "IR Committee") appointed in the above-captioned jointly administered chapter 11 cases (the "Cases") of VarTec Telecom, Inc. and its affiliated debtors (collectively, the "Debtors"), hereby submits its application (the "Application"), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Guidelines for Compensation and Expense Reimbursement of Professionals in the Northern District of Texas adopted by the Court on December 21, 2000 (the "Local Rules") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, effective January 30, 1996 (the "U.S. Trustee

Guidelines," together with the Local Guidelines, the "Fee Guidelines") and the Amended Order Establishing Procedure for Monthly and Interim Compensation and Reimbursement of Expenses for Case Professionals, entered on November 5, 2004 (the "Fee Order"), for allowance of interim compensation for professional services rendered, and for reimbursement of expenses incurred, from July 1, 2005 through and including October 31, 2005 (the "Third Interim Compensation Period"), and in support of the Application, respectively represents as follows:

I.

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

II.

PROCEDURAL BACKGROUND

2. On or about November 1, 2004 (the "Petition Date"), each of the Debtors filed voluntary petitions for relief with the United States Bankruptcy Court for the Northern District of Texas (Dallas Division) (the "Court") under chapter 11 of the Bankruptcy Code with this Court, thereby commencing their respective Cases.

3. Also on the Petition Date, the Debtors filed a motion [Docket No. 21] (the "IR Rejection Motion") to reject approximately 130,000 agreements (the "IR Agreements") with independent representatives (the "IRs") of Debtor Excel Communications and its affiliated Debtors (collectively, "Excel"). The IRs comprised Excel's vast nationwide multi-level-marketing force with respect to the sale of Excel's telecommunications products and services to

customers (the "Excel Network"). Indeed, to this day, the Debtors continue to generate substantial revenues from customers procured by the IRs through the Excel Network.

4. By order dated November 2, 2004, the Cases are being jointly administered. The Debtors are in possession of their property and operating their businesses as debtors and debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

5. On November 8, 2004, the Office of the United States Trustee (the "U.S. Trustee") appointed the Official Committee of Unsecured Creditors pursuant to section 1102 of the Bankruptcy Code (the "Creditors' Committee").

6. After evidentiary hearings, the Court entered an order (the "IR Committee Order") on December 9, 2004 directing the appointment of the IR Committee to adequately represent the interests of over 100,000 IRs in these Cases pursuant to section 1102(a) of the Bankruptcy Code.

7. On December 8, 2004, the U.S. Trustee appointed the IR Committee.

8. Paragraph 2 of the IR Committee Order initially contained a sunset date of 90 days from appointment of the IR Committee (the "Sunset Date").[1] In addition, paragraph 3 of the IR Committee Order directed the IR Committee to address a global resolution of the IR Claims (defined below).

9. On December 8, 2004, the IR Committee retained White & Case LLP as lead counsel and Bickel & Brewer as Dallas counsel in these Cases. The Court subsequently approved such retentions.

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[1] As noted below, the Sunset Date on the IR Committee's appointment has been extended previously by stipulation of the Debtors, the IR Committee, the Creditors' Committee and the Rural Telephone Finance Cooperative (the "RTFC") (collectively, the "Settlement Parties") and orders of the Court.

10. On January 18, 2005, the Court entered its Final Order Pursuant to 11 U.S.C. § 1103(a) and Rule 2014 of the Federal Rules of Bankruptcy Procedure Authorizing the Employment and Retention of White & Case LLP as Counsel for the Official Committee of Excel Independent Representatives Nunc Pro Tunc to December 8, 2004 (the "Retention Order"). The Retention Order authorized compensation to W&C pursuant to the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and such other procedures as may be fixed by order of the Court.

11. On January 26, 2005, both the IR Committee and the Creditors' Committee entered into that certain Joint Stipulation of the Official Committee of Unsecured Creditors and the Official Committee of Excel Independent Representatives Regarding Case Management Procedures (the "Inter-Committee Stipulation").[2] Significantly, the Inter-Committee Stipulation provides that the IR Committee is primarily responsible for (i) the negotiation of a global and comprehensive settlement of all IR Claims, (ii) development of a claims procedure for the IRs, and (iii) the analysis and calculation of all IR claims.

12. On February 1, 2005, the IR Committee filed its application for entry of an order authorizing the employment of Scouler Andrews LLC ("Scouler Andrews") as claims consultant to the IR Committee, which application was approved by the Court.

13. On February 11, 2005, the Debtors and the IR Committee submitted to the Court a Joint Statement of Debtors and IR Committee Regarding Status of IR Claims Settlement (the "Joint Statement").[3]

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[2] A copy of the Inter-Committee Stipulation is attached as Exhibit B to the Motion of the Official Committee of Excel Independent Representatives to Extend Sunset Provision on IR Committee Appointment for Additional 90 Days [Docket No. 1715] (the "August Extension Motion").

[3] A copy of the Joint Statement is attached as Exhibit C to the August Extension Motion.

14. After evidentiary hearings, the Court granted the IR Rejection Motion by order dated February 28, 2005 [Docket No. 1026] (the "IR Rejection Order"). As a result of the IR Rejection Order, the IRs have claims against the Debtors, collectively, in excess of approximately $30 million (the "IR Claims"). Such IR Claims include (i) secured setoff claims under section 553 of the Bankruptcy Code, (ii) priority claims for unpaid commissions earned within the 90 days prior to the Petition Date under section 507(a)(3) of the Bankruptcy Code, (iii) post-petition rejection damage claims under the IR Agreements, (iv) refund claims for the unused portion of annual enrollment and renewal fees paid to the Debtors by IRs to join the Excel Network, and (v) other claims.

15. At the conclusion of the February 15, 2005 hearing on the IR Rejection Motion (the "2/15/05 Hearing"), the Court announced its ruling on the record and addressed the IR Claims, as follows:

> The public interest here is for the Court to make sure that there is a fair claims process, and the Court is doing that. We have [an IR Committee] that is negotiating these claims at the present time, and if the negotiations are not successful, the Court will set up a claims allowance system that will allow these to be fairly addressed.

2/15/05 Transcript at 229-230.[4]

16. On March 4, 2005, the IR Committee timely filed its Motion of the Official Committee of Excel Independent Representatives for Entry of an Order Pursuant to 11 U.S.C. §105(a) Modifying the Court's December 9, 2004 Order and Extending Sunset Provision on IR Committee Appointment for Additional Ninety Days [Docket No. 1044] (the "March Extension Motion").

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[4] A copy is attached as Exhibit E to the August Extension Motion.

17. On March 8, 2005, the Court signed an order approving a Stipulation for Relief with Respect to the Motion of the Official Committee of Excel Independent Representatives for Entry of an Order Pursuant to 11 U.S.C. §105(a) Modifying the Court's December 9, 2004 Order and Extending Sunset Provision on IT Committee Appointment, Etc. (the "First Stipulation"). The First Stipulation extended the Sunset Date on the appointment of the IR Committee through and including April 7, 2005, which has been subsequently extended by stipulation and orders of the Court several times.

18. At a hearing held on March 23, 2005 (the "3/23/05 Hearing"), counsel for the Debtors advised the Court that - except for "extremely non-material" matters – the Debtors, the IR Committee, the Creditors' Committee and RTFC had "agreed upon a global resolution of the claims of the IRs." 3/23/05 Hearing Transcript at 20-26.[5]

19. On March 24, 2005, W&C filed the First Interim Application of White & Case LLP, Counsel for the Official Committee of Excel Independent Representatives, For Allowance of Compensation and Reimbursement of Expenses (the "First Interim Application"). The Debtors, the RTFC, and the Creditors' Committee filed objections to the First Interim Application (the "Objections").

20. At a hearing held on April 13, 2005 (the "4/13/05 Hearing"), counsel for the Debtors advised the Court, among other things:

> Let me report to the Court, we continue to negotiate. We have had a number of meetings. And we're making very good progress. We're not quite there yet. We're trying to – As we proceeded to review the procedural requirements, it forced all of us to work in a couple of different directions, additional directions to make sure we can present something to Your Honor that we think works on a comprehensive a settlement basis as possible. ...

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[5] A copy is attached as Exhibit F to the August Extension Motion.

4/13/05 Hearing Transcript at 7.[6]

21. On May 19, 2005, W&C filed the Supplement to the First Interim Application. The Supplement included a detailed report of the $183,266.50 that W&C voluntarily reduced in fees during such period.

22. At a hearing held on May 25, 2005 (the "5/25/05 Hearing"), counsel for the IR Committee advised the Court, among other things:

> I would only say that, Your Honor, as we've stated to the Court before in talking about the IR settlement, I believe we have an agreement in principle with the debtors and with the RTFC on a settlement. The last of remaining hold out is – has been the Unsecured Creditors' Committee. ...

5/25/05 Hearing Transcript at 17.[7]

23. On June 10, 2005, the Creditors' Committee filed a complaint against RTFC in these Cases challenging, among other things, the validity, priority and extent of RTFC's claims and liens (the "Committee Complaint").

24. At a hearing held on June 17, 2005 (the "6/17/05 Hearing"), counsel for the IR Committee advised the Court, among other things:

> Your Honor, with respect to the IR Settlement, I can advise the Court as I did at the last hearing, that we had pretty much had an agreement in principle with the debtors [and] the RTFC. We were continuing to work on concerns raised by the Creditors' Committee. We met this morning, the debtors, the Creditors' Committee, and the RTFC.
>
> We believe we made substantial progress, and we are, in terms of scheduling, we're trying to get quickly to a term sheet on a settlement that hopefully will be done within the next week, and we're also looking at July the 7th as a possible date to have a procedures hearing to tee up [an] IR settlement. ...

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[6] A copy is attached as Exhibit G to the August Extension Motion.

[7] A copy is attached as Exhibit H to the August Extension Motion.

6/17/05 Transcript at 49-50.[8]

25. At a hearing held on July 7, 2005 (the "7/7/05 Hearing"), counsel for the Debtors advised the Court, among other things:

> And, Your Honor, finally as Mr. Stewart indicated, I did want to up date the Court with respect to the IR settlement. I know it's been a long and arduous progress, but we are making progress. We had a meeting today amongst counsel. I think that we actually have a settlement agreement. Drafts of which have been marked up, and we're negotiating final terms on it.
>
> I do think that we're very close with respect to that. We also have drafts of a procedural motion. It's – it's becoming more complicated as we think through the issues of notice and other things involving the 68,000 roughly people and dealing with potentially 106,000 in the universe of [IR] claims. ...

7/7/05 Hearing Transcript at 31-32.[9]

26. On July 14, 2005, the Court entered an order approving the First Interim Application (the "First Interim Order"). The First Interim Order reflects a compromise between the Debtors, the RTFC, the Creditors' Committee, and the IR Committee (the "Interim Fee Compromise"). Pursuant to the Interim Fee Compromise (i) the Debtors shall pay W&C 70% of its fees and 100% of its expenses throughout the course of these Cases, (ii) the holdback of 30% of W&C's fees shall be considered by the Court in connection with W&C's final fee application in these Cases, (iii) the Interim Fee Compromise is without prejudice to any and all Objections by the Debtors, the RTFC, and the Creditors' Committee, which objections are reserved by such parties pending the Court's consideration of the final fee application by W&C.

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[8] A copy is attached as Exhibit I to the August Extension Motion.

[9] A copy is attached as Exhibit J to the August Extension Motion.

27. By order dated July 29, 2005 (the "Sale Order"), the Court approved the sale of substantially all of the Debtors' assets to Comtel Investments LLC (the "Comtel Sale") for approximately $81.5 million, subject to adjustments (the "Sale Proceeds").

28. On August 15, 2005, W&C filed the Second Interim Application of White & Case LLP, Counsel for the Official Committee of Excel Independent Representatives, for Allowance of Compensation and Reimbursement of Expenses (the "Second Interim Application").

29. On September 12, 2005, the Court entered an order approving the Second Interim Application (the "Second Interim Order"). The Second Interim Order reflects the Interim Fee Compromise.

30. By order dated October 20, 2005, the Court extended the existence of the IR Committee through and including the hearing currently scheduled for November 22, 2005, at 1:30 p.m.

III.

APPLICATION

31. By this Application, W&C seeks allowance of (a) compensation for professional services rendered by W&C, as counsel for the IR Committee, during the Third Interim Compensation Period and (b) reimbursement of expenses incurred by W&C in connection with such services during the Third Interim Compensation Period.

32. This Application is W&C's third interim request for approval and allowance of compensation and reimbursement of expenses. W&C makes this interim application for approval and allowance of compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code. No prior application has been made to this or any other court for the relief requested herein. Concurrently herewith and in accordance with the Fee

Order, W&C also served monthly fee statements covering the Third Interim Compensation Period.

33. W&C has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these Cases. No promises have been received by W&C or any member thereof as to compensation in connection with these Cases other than in accordance with the provisions of the Bankruptcy Code.

34. Pursuant to the Interim Fee Compromise, W&C seeks the allowance of $102,491.20 (70% of $146,416.00)[10] as compensation for legal services rendered on behalf of the IR Committee during the Third Interim Compensation Period, and $20,399.32 for reimbursement of expenses incurred in connection with rendition of such services, for a total award of $122,890.52, which amount represents 70% of the total fees earned and 100% of the expenses incurred by W&C during the Third Interim Compensation Period.

35. W&C has not received any payment for fees earned and expenses incurred during the Third Interim Compensation Period.

36. The fees sought in this Application reflect an aggregate of 295.2 hours of attorney and professional support staff time spent and recorded in performing services for the IR Committee during the Third Interim Compensation Period.

37. All services rendered by W&C to the IR Committee for which compensation is sought were rendered solely in connection with these Cases.

38. W&C maintains computerized records of the time expended in the rendition of the professional services required by the IR Committee. These records are maintained in the

[10] In preparing this Application, W&C has written-off approximately $34,873.50 in compensation for the Third Interim Compensation Period so that the actual fee amount requested in this Application has already been substantially reduced.

ordinary course of W&C's practice. For the convenience of the Court and parties in interest, a billing summary for the Third Interim Compensation Period is attached as part of the cover sheet, setting forth the name of each attorney for whose work on these Cases compensation is being sought, each attorney's year of bar admission, the aggregate of the time expended by each such attorney, the hourly rate for each such attorney at W&C's current billing rates and an indication of the individual amounts requested as part of the total amount of compensation requested. In addition, set forth in the billing summary is additional information indicating whether each attorney is a partner or associate, and each attorney's area of concentration.

39. Attached hereto as Exhibit "A" are time entry records broken down in tenths of an hour by project category, based upon the Fee Guidelines and setting forth a detailed description of services performed by each W&C attorney and paraprofessional on behalf of the IR Committee.

40. W&C maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of amounts and categories of expenses for which reimbursement is sought and a breakdown of expenses by project category and detailed descriptions of these expenses are attached hereto as Exhibit "B."

IV.

SERVICES RENDERED BY W&C DURING THIRD INTERIM COMPENSATION PERIOD

41. To provide an orderly and meaningful summary of the services rendered on behalf of the IR Committee by W&C, W&C established the following separate project billing categories in accordance with the Fee Guidelines:

BILLING CATEGORIES		
Matter Name	**Number of Hours**	**Amount of Fees**
Analysis & Resolution of IR Claims	141.3	$87,847.50
Committee Matters	6.6	$3,790.50
Asset Disposition	40.4	$21,308.00
Fee & Employment Applications	35.4	$17,241.00
Case Administration[11]	71.5	$16,229.00
TOTALS:	**295.2**	**$146,416.00**

42. The following summary is intended only to highlight a number of the services during the Third Interim Compensation Period rendered by W&C in the separate project billing categories where W&C has expended a considerable number of hours on behalf of the IR Committee, and is not meant to be a detailed description of all work performed. Detailed descriptions of the services provided by W&C and the time expended performing such services in each project billing category are set forth in greater detail in Exhibit "A" hereto.

A. Analysis & Resolution of IR Claims

43. As described above, during the Third Interim Compensation Period the Settlement Parties have engaged in extensive negotiations concerning a proposed global and comprehensive resolution of the IR Claims.

B. Committee Matters

44. Numerous issues arose during the Third Interim Compensation Period requiring regular and special meetings of the IR Committee (the "Committee Meetings"). Committee Meetings generally occurred weekly via teleconference to address pending motions, ongoing analyses, operational issues and various other matters related to these Cases.

[11] W&C's request for compensation of travel time contained in the "Case Administration" service category has been reduced to 50% of its customary rate in accordance with the Fee Guidelines.

45. Prior to each Committee Meeting, W&C drafted agendas that summarized pending matters and distributed material for the IR Committee members' review in order to ensure that all members of the IR Committee were kept informed of the events occurring in these Cases that affect the interests of the IRs.

C. Asset Disposition

46. W&C performed a thorough analysis of the Debtors' Motion for Authority to Sell Assets Free and Clear of All Liens, Claims, Rights, Interests, and Encumbrances and For Related Relief (Substantially All of the Debtors' Remaining Assets), and the motion to establish procedures regarding same. Additionally, W&C attended and participated in the auction process and hearings related to the approval of the Comtel Sale.

D. Fee & Employment Applications

47. W&C prepared the Second Interim Application for services rendered and expenses incurred for the period of March 1, 2005 through June 30, 2005 and monthly fee statements related to the Third Interim Compensation Period. W&C prepared and negotiated the proposed order for approval of the Second Interim Application. W&C analyzed and distributed the fees and expenses incurred by other professionals retained by the IR Committee in the Cases.

E. Case Administration

48. During the Third Interim Compensation Period, W&C, on behalf of the IR Committee, rendered services related to daily case administration, including, but not limited to: (a) conferences with opposing counsel, management and other professionals regarding the status of the Cases and various pending motions and other administrative issues; (b) conferences with opposing counsel and financial advisors in connection with strategies regarding potential settlements; (c) responding to inquiries from various IRs and other interested parties regarding the status of the Cases; (d) conducting a systematic review and analysis of all motions,

applications, memoranda, exhibits, pleadings, correspondence and other documents filed or received in connection with these Cases; (e) maintaining a case database and contact list; and (f) retrieving, distributing and summarizing documents in connection with these Cases. Furthermore, W&C attorneys regularly appeared on behalf of the IR Committee at hearings held in these Cases during the Third Interim Compensation Period when necessary to represent the interests of the IRs and the IR Committee.

V.

FACTORS TO BE CONSIDERED BY THE COURT

49. Pursuant to section 330 of the Bankruptcy Code and the decisions of the United States Court of Appeals for the Fifth Circuit in In re Lawler, 807 F.2d 1207 (5th Cir. 1987), Cooper Liquor, Inc. v. Adolph Coors Co., 684 F.2d 1087 (5th Cir. 1982), In re First Colonial Corp. of America, 544 F.2d 1291 (5th Cir.), cert. denied 97 S. Ct. 1696 (1977) and Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974), W&C requests that the Court consider the factors set forth below when determining the reasonableness of W&C's requested compensation for its services rendered on behalf of the IR Committee in these Cases.

(A) The Time and Labor Required. W&C's partners, associates and professional support staff expended a total of 295.2 hours in representing the IR Committee during the Third Interim Compensation Period. W&C's records of time expended in the rendition of professional services for the IR Committee, as well as for all of its other clients, consist of daily time entries by each individual attorney and professional support staff that are ultimately placed in computer records. W&C believes that the detail set forth in Exhibit A shows that W&C's request for compensation is reasonable. All of the services specified in Exhibit A were necessary for the IR Committee to perform its statutory duties and fulfill its fiduciary obligations.

(B) The Novelty and Difficulty of Questions. Novel and complex issues have already arisen in the course of these Cases. In these Cases, as in many others in which the firm is involved, W&C's effective advocacy and creative approach to problem solving have helped clarify and resolve difficult issues.

(C) The Skill Requisite to Perform Legal Services Properly. W&C believes that its recognized expertise in the area of financial restructuring, its ability to draw from highly experienced professionals in other areas of its practice such as litigation, and its practical approach to the resolution of issues help maximize potential distributions to the IRs.

(D) The Preclusion of Other Employment by W&C Due to Representation of the IR Committee. The number of matters needing attention in these Cases required several of W&C's attorneys to commit significant portions of time to representing the IR Committee, often to the preclusion of other client matters.

(E) The Customary Fee. The compensation sought herein is based upon W&C's customary hourly rates for services of this kind. W&C respectfully submits that the compensation sought herein is not unusual given the complexity of these Cases and the time dedicated to the representation of the IR Committee.

(F) Whether the Fee is Fixed or Contingent. As stated, the fees for W&C's services are based upon W&C customary hourly rates for services of this kind.

(G) Time Limitations Imposed by Client or Other Circumstances. As stated above, W&C has been required to attend to various issues as they have arisen in these Cases. Often, W&C has had to perform these services under significant time constraints requiring attorneys assigned to these Cases to work evenings and on weekends.

(H) The Amount Involved and Results Obtained. The IR Committee represents the interests of the IRs, who hold numerous claims against the Debtors estimated at tens of millions of dollars. Through the efforts of W&C, the IR Committee has been an active participant in these Cases in an attempt to preserve the assets of the Excel estates and maximize the distributions to the IRs. The IR Committee's participation, with W&C's counsel and guidance, has greatly contributed to the efficient administration of these Cases and prospects for resolving the IR Claims.

(I) The Experience, Reputation and Ability of the Attorneys. W&C has a sophisticated and nationally recognized corporate reorganization and financial restructuring practice, and W&C attorneys involved in this representation have played a major role in numerous complex restructurings including, for example, representations of official creditor committees in the chapter 11 cases of Venturelink Holdings, Inc., The IT Group, Inc., CMI Industries, Inc., Brothers Gourmet Coffee and Quality Stores, Inc.

(J) The "Undesirability" of the Case. As stated, these Cases have required a significant commitment of time from many of W&C's attorneys and personnel.

(K) Nature and Length of Professional Relationship. W&C was selected as the IR Committee's counsel shortly after the IR Committee's formation. W&C has been rendering services continuously to the IR Committee since the IR Committee was formed, and W&C has rendered such services as necessary and appropriate.

(L) Awards in Similar Cases. The compensation sought is consistent with the reasonable compensation to W&C as committee counsel awarded in other cases of this size and scope. Based on W&C's experience in the Texas market and throughout the country, W&C's fees are in conformity with fees allowed in similar proceedings for similar services rendered and results obtained.

VI.

ALLOWANCE OF COMPENSATION

50. The professional services rendered by W&C have required a high degree of professional services and expertise to address the numerous issues requiring evaluation and action by the IR Committee. W&C respectfully submits that the services rendered to the IR Committee were performed efficiently, effectively and economically, and that the results obtained to date have benefited not only the members of the IR Committee, but also the IRs as a whole.

51. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in section 331 of the Bankruptcy Code:

> Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

11 U.S.C. § 331.

52. With respect to the level of compensation, section 330(a)(1) of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person, "reasonable compensation for actual, necessary services rendered." Section 330(a)(3)(A), in turn, provides that:

> In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –
>
> (A) the time spent on such services;
>
> (B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time that the service was rendered toward the completion of, a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issues or task addressed; and

(E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3)(A).

53. The congressional policy expressed above provides for adequate compensation in order to continue to attract qualified and competent professionals to bankruptcy cases. See In re Busy Beaver Bldg. Ctrs., Inc., 19 F.3d 833, 850 (3d Cir. 1994) ("Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts.") (citation and internal quotation marks omitted).

54. The total time spent by W&C attorneys and professional support staff during the Third Interim Compensation Period was 295.2 hours and has a fair market value of $146,416.00. As shown by this Application and supporting exhibits, W&C's services were rendered efficiently and without unnecessary duplication of effort. In addition, the work involved, and thus the time expended, was carefully assigned in consideration of the experience and expertise required for each particular task.

VII.

EXPENSES

55. W&C has incurred a total of $20,399.32 in expenses in connection with representing the IR Committee during the Third Interim Compensation Period. W&C records all

expenses incurred in connection with the performance of professional services. A schedule of expenses, as well as a detailed description of same, is annexed hereto as Exhibit B.

56. In connection with the reimbursement of expenses, W&C's policy is to charge its clients in all areas of practice for expenses, other than fixed and routine overhead expenses, incurred in connection with representing its clients. The expenses charged to W&C's clients include, among other things, telephone and facsimile and other charges, mail and express mail charges, special or hand delivery charges, photocopying charges, conference expenses, filing fees, deposition expenses, out-of-town travel expenses, local transportation expenses, expenses for working meals, computerized legal research, transcription costs, as well as non-ordinary overhead expenses particularly attributable to an individual client or cases.

57. During the Third Interim Compensation Period, W&C charged expenses at rates consistent with those charged to W&C's other bankruptcy clients, which rates are equal to or less than the rates charged by W&C to its non-bankruptcy clients. W&C seeks reimbursement from the Debtors at the following rates for the following expenses: (a) $0.15 per page for photocopying; (b) no charge for incoming facsimiles; and (c) $1.25 per page for outgoing facsimiles. In accordance with section 330 of the Bankruptcy Code and the Fee Guidelines, W&C seeks reimbursement only for the actual cost of such expenses to W&C.

58. Attorneys at W&C have not incurred expenses for luxury accommodations, deluxe meals or air travel in excess of coach, unless such class was unavailable or comparably priced. Throughout the Third Interim Compensation Period, W&C has been keenly aware of cost considerations and has tried to minimize the expenses charged to the Debtors' estates.

VIII.

CERTIFICATION

59. In accordance with the Local Guidelines, the undersigned hereby certifies that he has read the Application and to the best of the his knowledge, information and belief, formed after reasonable inquiry, the compensation and expenses reimbursement sought is in conformity with the Local Guidelines, except as specifically noted in this Application. Furthermore, the undersigned certifies that the compensation and expense reimbursement requested are billed at rates, in accordance with practices, no less favorable than those customarily charged by W&C and generally accepted by W&C's clients.

IX.

CONCLUSION

WHEREFORE, W&C respectfully requests that the Court enter an order (a) subject to the Interim Fee Compromise, allowing W&C (i) interim compensation for professionals services rendered as counsel for the IR Committee during the Third Interim Compensation Period in the amount of $102,491.20 (70% of $146,416.00) and (ii) reimbursement of expenses incurred in connection with rendering such services in the aggregate amount of $20,399.32, for a total award of $122,890.52; and (b) granting such other and further relief as is just.

RESPECTFULLY SUBMITTED this 18th day of November 2005.

/s/ John K. Cunningham
John K. Cunningham
Craig H. Averch
WHITE & CASE LLP
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ATTORNEYS FOR THE OFFICIAL COMMITTEE OF EXCEL INDEPENDENT REPRESENTATIVES

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished via facsimile and U.S. Mail this 18th day of November, 2005 to:

Michael G. Hoffman
VarTec Telecom, Inc.
2440 Marsh Lane
Carrollton, TX 75006
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/s/ Craig H. Averch
Craig H. Averch

EXHIBIT "A"

Professionals Summary

Name of Professional	Position	Year Admitted	Areas of Expertise	Hourly Rate	Total Hours Billed	Total Compensation
Partners						
Averch, Craig H.	Partner	1984	Bankruptcy	$610.00	12.00	$7,332.00
Cunningham, John K.	Partner	1992	Bankruptcy	$670.00	96.70	$65,446.00
			Partners	**Total**	**108.70**	**$72,778.00**
Associates						
Dee, Terrance A.	Associate	1999	Bankruptcy	$505.00	109.10	$55,815.50
Leali, Linda M.	Associate	1999	Bankruptcy	$505.00	28.10	$14,190.50
Sweeter, Robert P.	Associate	2002	Bankruptcy	$475.00	1.00	$475.00
			Associates	**Total**	**138.20**	**$70,481.00**
Legal Assistants						
Fuhr, Mark B.	Senior Paralegal	N/A	Bankruptcy	$190.00	3.30	$627.00
Venes, Aileen	Senior Paralegal	N/A	Bankruptcy	$190.00	1.70	$327.00
			Legal Assistants	**Total**	**5.00**	**$954.00**
Other Professionals						
Arrue, Andrea	Document Clerk	N/A	Bankruptcy	$50.00	13.60	$699.50
Hogg, Rebecca	Document Clerk	NA	Bankruptcy	$50.00	22.20	$1,128.50
Mesones-Mori, Margarita	Document Clerk	N/A	Bankruptcy	$50.00	7.50	$375.00

Name of Professional	Position	Year Admitted	Areas of Expertise	Hourly Rate	Total Hours Billed	Total Compensation
			Other Professionals	Total	43.30	$2,203.00
				Grand Total	295.20	$146,416.00

Project Summary

	Hours	Rate	Amount
B01 Case Administration			
ARRUE, A	13.60	$50.00	$699.50
AVERCH, C	1.30	$610.00	$793.00
CUNNINGHAM, J	1.20	$670.00	$804.00
DEE, T	17.90	$505.00	$9,210.50
FUHR, M	0.60	$190.00	$114.00
HOGG, R	22.20	$50.00	$1,128.50
LEALI, L	5.50	$505.00	$2,777.50
MESONES MORI, M	7.50	$50.00	$375.00
VENES, A	1.70	$190.00	$327.00
Category Total	**71.50**		**$16,229.00**
B05 Asset Disposition			
AVERCH, C	2.50	$610.00	$1,525.00
CUNNINGHAM, J	3.90	$670.00	$2,613.00
DEE, T	11.40	$505.00	$5,757.00
LEALI, L	22.60	$505.00	$11,413.00
Category Total	**40.40**		**$21,308.00**
B11 Fee and Employment Applications			
CUNNINGHAM, J	0.90	$670.00	$603.00
DEE, T	30.80	$505.00	$15,650.00
FUHR, M	2.70	$190.00	$513.00
SWEETER, R	1.00	$475.00	$475.00
Category Total	**35.40**		**$17,241.00**

	Hours	Rate	Amount
B14 Committee Matters			
AVERCH, C	2.00	$610.00	$1,220.00
CUNNINGHAM, J	1.50	$670.00	$1,005.00
DEE, T	3.10	$505.00	$1,565.50
Category Total	**6.60**		**$3,790.50**
B18 Analysis & Resolution of IR Claims			
AVERCH, C	6.20	$610.00	$3,794.00
CUNNINGHAM, J	89.20	$670.00	$60,421.00
DEE, T	45.90	$505.00	$23,632.50
Category Total	**141.30**		**$87,847.50**
Total	**295.20**		**$146,416.00**

Detailed Time Entries

	Date	Description	Timekeeper	Hours	Amount
B01		**Case Administration**			
2071	7/1/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$19.00
2082	7/7/2005	Obtain copies of pleadings from docket and label with docket number and date (0.2); review documentation, code appropriately, print cover sheet, scan correspondence, organize documents to be filed accordingly (0.3); monitor docket (0.2).	HOGG, R	0.70	$35.00
2081	7/7/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$19.00
2092	7/12/2005	Obtain copies of pleadings, and various dockets for team members (0.7); review documentation, code appropriately, print cover sheet, and organize documents to be filed accordingly (0.6); monitor docket (0.2).	HOGG, R	1.50	$75.00
2094	7/13/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$19.00
2104	7/15/2005	Assist in preparing binders for team members (2.5); obtain copies of pleadings for team members (0.9)	MESONES MORI, M	3.40	$170.00
2106	7/18/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$19.00
2154	7/19/2005	Print and download pleadings from docket and label with docket number and date (0.8); review documentation, code appropriately, print cover sheet, scan correspondence, and organize documents to be filed accordingly (0.6); update case calendar (0.2); file documents into corresponding folders and make new labels (0.1)	HOGG, R	1.70	$85.00
2117	7/21/2005	Assist J. Cunningham in preparing for hearing.	DEE, T	0.90	$454.50

	Date	Description	Timekeeper	Hours	Amount
2119	7/21/2005	File, organize folders and update case database.	MESONES MORI, M	0.60	$30.00
2280	7/22/2005	Participate on telephonic hearing re: carriers.	CUNNINGHAM, J	1.00	$670.00
2283	7/25/2005	Attend hearing (0.5); review pleadings regarding same (0.3); draft and coordinate service of motions for pro hac vice (0.5).	DEE, T	1.30	$656.50
2133	7/25/2005	Obtain copies of pleadings from docket and mark with docket number and date (0.6); review documentation, code, print, and organize and check case calendar (1.1); scan coorespondence into database (0.3); monitor docket (0.2); file documents into corresponding folders (0.5).	HOGG, R	2.70	$135.00
2131	7/25/2005	Travel to Texas for auction (billed at 1/2 time).	LEALI, L	2.50	$1,262.50
2135	7/25/2005	Review documentation, print, index, file, code, organize and update case database.	MESONES MORI, M	0.30	$15.00
2148	7/28/2005	Obtain copies of pleadings from docket and label (0.2); review documentation, code, print, scan, organize and update case database (0.4); monitor the docket (0.2).	HOGG, R	0.80	$40.00
2146	7/28/2005	Travel to Miami (billed at 1/2 time).	LEALI, L	3.00	$1,515.00
2263	8/1/2005	Confer with J. Cunningham and C. Averch re: case status.	DEE, T	0.10	$50.50
2163	8/1/2005	Obtain copies of pleadings from docket and label with docket number and date (1.0); review documentation, code, print, scan June fee application, organize and update case database (0.9); monitor docket (0.2).	HOGG, R	2.10	$105.00
2160	8/1/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$19.00
2165	8/2/2005	Draft email to IR Committee re: asset sale (0.3); review recently filed pleadings (0.9).	DEE, T	1.20	$606.00

	Date	Description	Timekeeper	Hours	Amount
2186	8/8/2005	Obtain copies of pleadings from docket and label with docket number and date (0.4); review documentation, code appropriately, print cover sheet, and organize documents to be filed accordingly (0.6); monitor docket (0.2); file and make labels for new folders (1.1).	HOGG, R	2.30	$115.00
2192	8/9/2005	Obtain copies of pleadings from docket and label with docket number and date (0.6); review documentation, code appropriately, print cover sheet, scan correspondence, and organize documents to be filed accordingly (0.9); monitor docket (0.1).	HOGG, R	1.60	$80.00
2193	8/9/2005	File, organize folders and update case.	MESONES MORI, M	1.50	$75.00
2189	8/9/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$19.00
2199	8/10/2005	File certificate of service and upload proposed order granting motion to expedite hearing.	FUHR, M	0.60	$114.00
2202	8/11/2005	Coordinate service of pleadings re: motion to extend sunset (0.6); review recently filed pleadings (0.9).	DEE, T	1.50	$757.50
2209	8/12/2005	Review incoming pleadings and correspondence.	DEE, T	1.20	$606.00
2266	8/15/2005	Prepare witness and exhibit list for 8/18 hearing.	DEE, T	0.60	$303.00
2221	8/16/2005	Prepare for hearing on 8/18.	DEE, T	1.50	$757.50
2223	8/16/2005	Print and download pleadings from docket and label with docket number and date (0.6); review documentation, code appropriately, print cover sheet, and organize documents to be filed accordingly (0.9); scan coorespondence into database (0.2); monitor docket and verify pleadings were coded into database (0.6).	HOGG, R	2.80	$140.00
2224	8/16/2005	Obtain copies of pleadings and documents re: hearing for team members.	MESONES MORI, M	1.00	$50.00

	Date	Description	Timekeeper	Hours	Amount
2229	8/17/2005	Prepare hearing binder for team member.	ARRUE, A	0.90	$45.00
2227	8/17/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$19.00
2243	8/22/2005	Review documentation, code, print index, and update case database.	ARRUE, A	1.20	$60.00
2242	8/22/2005	Review documentation, print, index, file, code, organize and update case database.	MESONES MORI, M	0.70	$35.00
2246	8/23/2005	Call to R. London re: payment of May and June fee statements.	DEE, T	0.10	$50.50
2245	8/23/2005	Monitor docket, print and deliver updated docket sheets to team members.	VENES, A	0.10	$19.00
2272	8/24/2005	Review recent pleadings and correspondence.	DEE, T	0.70	$353.50
2292	9/1/2005	Obtain documents and create hearing binder for team member.	ARRUE, A	2.30	$115.00
2291	9/1/2005	Print and download pleading from docket and label with docket number and date, review documentation, code appropriately, print cover sheet, scan correspondence, file,	HOGG, R	0.20	$10.00
2290	9/1/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$19.00
2294	9/2/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$19.00
2299	9/6/2005	Review documentation, code, print index, and update case database	ARRUE, A	2.60	$130.00
2298	9/6/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$19.00

	Date	Description	Timekeeper	Hours	Amount
2301	9/7/2005	Prepare for and participate in hearings on 11 different matters (including 5 IR matters) (1.0).	AVERCH, C	1.00	$610.00
2302	9/7/2005	Print and download pleadings from docket and label with docket number and date filed (0.4); Review documentation, code appropriately, print cover sheet, update case calendar, scan correspondence, organize documents to be filed accordingly and file (0.7)	HOGG, R	1.10	$55.00
2305	9/8/2005	Review and revise order extending IR Committee.	AVERCH, C	0.30	$183.00
2308	9/8/2005	Discuss results of hearing with C. Averch.	CUNNINGHAM, J	0.20	$134.00
2304	9/8/2005	Finalize and coordinate filing of various orders.	DEE, T	1.50	$757.50
2325	9/14/2005	Verify that pleading sent by K. Garcia is in Infobase and print and download pleadings from docket and label with docket number and date filed (0.2); Review documentation, code appropriately, print cover sheet, organize documents to be filed accordingly, and file (0.3)	HOGG, R	0.50	$25.00
2328	9/15/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$19.00
2340	9/23/2005	Review recently filed pleadings (0.9); correspondence with J. Cunningham re same (0.2).	DEE, T	1.10	$555.50
2343	9/23/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$19.00
2348	9/26/2005	Obtain documents and create hearing binder for team member.	ARRUE, A	2.70	$135.00
2346	9/26/2005	Prepare and coordinate filing of witness and exhibit list.	DEE, T	0.50	$252.50
2347	9/26/2005	Print and download pleadings from docket and label with docket number and date filed (0.3); Review documentation, code appropriately, print cover sheet, scan correspondence, and organize documents to be filed accordingly (0.2)	HOGG, R	0.50	$25.00

	Date	Description	Timekeeper	Hours	Amount
2368	10/3/2005	Print and download pleadings from docket and label with docket number and date filed (0.2); Review documentation, code appropriately, print cover sheet, scan correspondence, and organize documents to be filed accordingly (0.3); File documents (0.3)	HOGG, R	0.90	$49.50
2366	10/3/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$20.00
2378	10/6/2005	Print and download pleadings from docket and label with docket number and date filed (0.3); Review documentation, code appropriately, update case calendar, print cover sheet, scan correspondence, and organize documents to be filed accordingly (0.2)	HOGG, R	0.50	$27.50
2379	10/6/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$20.00
2388	10/11/2005	Prepare for (.5) and attend hearing regarding DIP financing (.8).	DEE, T	1.30	$695.50
2393	10/12/2005	Print and download pleadings from docket and label with docket number and date filed (0.2); Review documentation, code appropriately, print cover sheet, scan correspondence, and organize documents to be filed accordingly (0.4); File (0.3)	HOGG, R	0.90	$49.50
2395	10/12/2005	Monitor docket, print and distribute updated docket sheets to team members.	VENES, A	0.10	$20.00
2399	10/13/2005	Obtain documents and create hearing binder for team member.	ARRUE, A	3.90	$214.50
2397	10/13/2005	Print and download pleadings from docket and label with docket number and date filed (0.3); Review documentation, code appropriately, print cover sheet, scan correspondence, and organize documents to be filed accordingly (0.3); File documents into corresponding folders (0.3)	HOGG, R	0.90	$49.50
2408	10/17/2005	Work on order regarding DIP financing (0.4); prepare for hearing on 10/18 (0.9).	DEE, T	1.30	$695.50
2411	10/18/2005	Assist J. Cunningham in preparing for hearing.	DEE, T	0.90	$481.50

	Date	Description	Timekeeper	Hours	Amount
2413	10/19/2005	Work on order regarding extension of sunset date.	DEE, T	0.40	$214.00
2417	10/19/2005	Monitor, print and distribute updated docket sheets to team members.	VENES, A	0.10	$20.00
2420	10/20/2005	Print and download pleadings from docket and label with docket number and date filed (0.2); Review documentation, code appropriately, print cover sheet, and organize documents to be filed accordingly (0.1); File documents into corresponding folders (0.2)	HOGG, R	0.50	$27.50
2432	10/31/2005	Review recently filed pleadings (0.5); review proposed DIP financing order (0.3); review IR settlement documents (0.6); prepare for hearing (0.4).	DEE, T	1.80	$963.00
			Category Sum	**71.50**	**$16,229.00**

	Date	Description	Timekeeper	Hours	Amount
B05		**Asset Disposition**			
2273	7/5/2005	Telephone conference with R. London re: fee payments and auction.	CUNNINGHAM, J	0.20	$134.00
2098	7/14/2005	Review sale procedures order.	DEE, T	0.30	$151.50
2109	7/19/2005	Confer with L. Leali re: auction.	DEE, T	0.20	$101.00
2110	7/19/2005	Review Vartec sale pleadings (1.2); discuss same with T. Dee (0.2).	LEALI, L	1.40	$707.00
2281	7/22/2005	Review various objections to sale in preparation for sale hearing.	AVERCH, C	2.00	$1,220.00
2120	7/22/2005	Meeting with L. Leali re: preparation for auction.	CUNNINGHAM, J	0.40	$268.00
2123	7/22/2005	Meet with J. Cunningham to discuss VarTec auction (0.4); prepare for same (0.3).	LEALI, L	0.70	$353.50
2284	7/25/2005	Calls with L. Leali re: status of auction and overbid on VarTec assets.	AVERCH, C	0.50	$305.00
2126	7/25/2005	Various calls with L. Leali re: auction.	CUNNINGHAM, J	0.60	$402.00
2129	7/25/2005	Preparation for auction (1.2); attend auction (5.2); conference with J. Cunningham re: auction (0.6).	LEALI, L	7.00	$3,535.00
2136	7/26/2005	Draft chart re: objections to motion to sell remaining assets (3.8); prepare for upcoming hearings (3.0).	DEE, T	6.80	$3,434.00
2137	7/26/2005	Analyze objections to VarTec sale (2.9); analyze changes to revised contract of Comtel (0.5); call with C. Averch re: sale hearing (0.3).	LEALI, L	3.70	$1,868.50

	Date	Description	Timekeeper	Hours	Amount
2139	7/27/2005	Various calls and correspondence with L. Leali re: results of auction and sale hearing (0.7); calls with Committee members re: same (0.8); calls with Committee members re: RTFC funding issues and results of auction (0.9).	CUNNINGHAM, J	2.40	$1,608.00
2140	7/27/2005	Prepare for hearing on Vartec sale (0.8); attend sale hearing (8.0); conference with J. Cunningham re: same (0.7).	LEALI, L	9.50	$4,797.50
2145	7/28/2005	Follow up meeting with J. Cunningham re: results of hearing and auction.	LEALI, L	0.30	$151.50
2288	7/29/2005	Legal research re: whether all sales proceeds can be transferred to RTFC.	DEE, T	1.60	$808.00
2159	8/1/2005	Correspondence with Committee members re: results of auction.	CUNNINGHAM, J	0.30	$201.00
2161	8/1/2005	Review credit documents re: sales proceeds (1.1); draft memorandum re: same (1.4).	DEE, T	2.50	$1,262.50
			Category Sum	**40.40**	**$21,308.00**

	Date	Description	Timekeeper	Hours	Amount
B11		**Fee and Employment Applications**			
2072	7/1/2005	Revise order re: first fee application (0.3); confer with J. Cunningham re: same (0.2); work on response to limited objection to fees (0.7).	DEE, T	1.20	$606.00
2073	7/1/2005	Finalize April fee statement (0.5); draft correspondence to J. Cunningham re: same (0.1); confer with Bickell & Brewer re: fee statement (0.4).	SWEETER, R	1.00	$475.00
2274	7/5/2005	Telephone conference with R. Ragni re: fee questions (0.1); review and revise Order Approving First Interim Application of White & Case LLP For Allowance of Compensation and Reimbursement of Expenses (0.3); correspondence with W. Greendyke re: same (0.1).	CUNNINGHAM, J	0.50	$335.00
2275	7/6/2005	Telephone conference with W. Greendyke re: fee order (0.2); review and revise fee order (0.2).	CUNNINGHAM, J	0.40	$268.00
2107	7/18/2005	Continue preparation of May and June fee statements.	FUHR, M	1.20	$228.00
2277	7/19/2005	Prepare May fee statement.	DEE, T	1.50	$757.50
2111	7/19/2005	Continue preparation of May fee statement.	FUHR, M	0.50	$95.00
2113	7/20/2005	Prepare June fee statement.	DEE, T	1.50	$757.50
2118	7/21/2005	Prepare June fee statement.	DEE, T	1.30	$656.50
2144	7/28/2005	Draft second interim fee application (4.8); prepare July fee statement (1.7).	DEE, T	6.50	$3,282.50
2149	7/29/2005	Work on interim fee application (4.4); legal research re: confer with C. Averch re: interim fee application (0.5).	DEE, T	4.90	$2,474.50
2262	8/1/2005	Revise interim fee application.	DEE, T	0.80	$404.00

	Date	Description	Timekeeper	Hours	Amount
2196	8/10/2005	Revise motion to increase cap on Scouler Andrews fees.	DEE, T	0.50	$252.50
2265	8/12/2005	Draft motion to amend Scouler Andrews retention to increase cap amount.	DEE, T	0.80	$404.00
2214	8/15/2005	Draft Scouler Andrews interim fee application (3.5); draft Bickel & Brewer interim fee application (2.2); coordinate filing of W&C fee application, B&B fee application, Scouler Andrews fee application, and motion to modify scouler retention (1.7).	DEE, T	7.40	$3,737.00
2268	8/19/2005	Review objection to Bickel Fee Application.	DEE, T	0.20	$101.00
2240	8/22/2005	Work on responding to objection to Bickel fee application.	DEE, T	0.50	$252.50
2257	8/30/2005	Work on Debtor's objection to Bickel fee application.	DEE, T	0.50	$252.50
2363	9/30/2005	Prepare July fee statement.	FUHR, M	1.00	$190.00
2391	10/11/2005	Work on July and August bills (1.4); correspondence with C. Averch re: settlement (0.1).	DEE, T	1.50	$802.50
2402	10/13/2005	Work on June and August Bill (1.6); correspondence to debtors counsel and others regarding order on post-petition financing (0.1).	DEE, T	1.70	$909.50
			Category Sum	**35.40**	**$17,241.00**

	Date	Description	Timekeeper	Hours	Amount
B14		**Committee Matters**			
2124	7/22/2005	Prepare for, attend, and participate in Committee meeting to finalize settlement.	AVERCH, C	1.00	$610.00
2279	7/22/2005	Conference call with IR Committee.	CUNNINGHAM, J	1.00	$670.00
2122	7/22/2005	Attend IR Committee call.	DEE, T	1.00	$505.00
2132	7/25/2005	Preparation for, attend, and participate in IR Committee conference call.	AVERCH, C	1.00	$610.00
2282	7/25/2005	Various calls with T. Dee re: IR Committee call and settlement issues.	CUNNINGHAM, J	0.50	$335.00
2128	7/25/2005	Prepare for and attend Committee call (0.8); confer with J. Cunningham re: settlement issues and Committee call (0.5).	DEE, T	1.30	$656.50
2232	8/18/2005	Prepare for Committee call (0.3); attend IR Committee call re: settlement agreement (0.5).	DEE, T	0.80	$404.00
			Category Sum	**6.60**	**$3,790.50**

Date	Description	Timekeeper	Hours	Amount
B18	**Analysis & Resolution of IR Claims**			
2074	7/5/2005 Telephone conference with T. Gerber re: IR settlement (0.2); review and revise IR Settlement Agreement (0.5).	CUNNINGHAM, J	0.70	$469.00
2077	7/6/2005 Telephone conference with B. McClure re: IR Settlement (0.5); correspondence with T. Gerber re: IR Settlement (0.2); analysis of RTFC issues re: same (0.8); discuss alternatives with C. Averch (0.5).	CUNNINGHAM, J	2.00	$1,340.00
2080	7/7/2005 Prepare for hearing and travel to Dallas (4.0); attend IR Settlement meeting at Vinson & Elkins (2.0); attend hearing (2.0).	CUNNINGHAM, J	8.00	$5,360.00
2089	7/12/2005 Analysis of revised settlement agreement from J. Lee (1.5); various telephone conferences with Committee members re: settlement issues and RTFC funding (1.1).	CUNNINGHAM, J	2.60	$1,742.00
2093	7/13/2005 Telephone conference with B. McClure re: IR settlement issues and second distribution for unclaimed funds (0.7); analysis of issues re: same (0.5); call with M. Monger re: proposed disbursing agent role for IR settlement (0.4); telephone conference with J. Lee re: same (0.3); draft language for settlement agreement (0.4).	CUNNINGHAM, J	2.30	$1,541.00
2096	7/14/2005 Telephone conference with G. McElreath re: proposed IR Settlement (0.3); telephone conference with J. Lee re: second distribution and related issues (0.3); review correspondence from C. Lauder attaching updated proposed timeline re: IR Settlement (0.2); review and revise IR Settlement Agreement (0.4).	CUNNINGHAM, J	1.20	$804.00
2103	7/15/2005 Respond to inquiries from IRs re: status of case and timing of settlement.	AVERCH, C	1.00	$610.00
2100	7/15/2005 Various calls with Committee members re: IR settlement negotiations and open issues (0.6); call with M. Monger re: costs associated with proposed second distribution of unclaimed funds (0.3); correspondence with J. Lee and M. Sutherland re: same (0.3).	CUNNINGHAM, J	1.20	$804.00
2102	7/15/2005 Review proofs of claims objected to in the first omnibus objection filed by the debtors specificially for IR issues.	DEE, T	2.80	$1,414.00

	Date	Description	Timekeeper	Hours	Amount
2105	7/18/2005	Telephone conference with J. Lisac re: IR settlement (0.3); telephone conference with T. Gerber re: same (0.2).	CUNNINGHAM, J	0.50	$335.00
2115	7/21/2005	Telephone conference with T. Gerber re: IR settlement issues (0.2); call with M. Sutherland re: same (0.4).	CUNNINGHAM, J	0.60	$402.00
2287	7/27/2005	Telephone conference with D. Stewart and T. Gerber re: IR settlement.	CUNNINGHAM, J	0.30	$201.00
2285	7/28/2005	Telephone conference with D. Stewart and T. Gerber re: IR Settlement.	CUNNINGHAM, J	0.30	$201.00
2162	8/1/2005	Call with J. Cunningham re: status of settlement and other matters pertaining to case (0.2); respond to telephonic inquiries from various IRs and/or counsel for IRs re: status of settlement (1.0).	AVERCH, C	1.20	$732.00
2261	8/1/2005	Various calls with Committee members re: status of IR settlement (0.7); discuss same with T. Dee (0.2).	CUNNINGHAM, J	0.90	$603.00
2168	8/3/2005	Telephone conference with J. Lisac re: IR settlement issues (0.4); call with T. Gerber re: same (0.1).	CUNNINGHAM, J	0.50	$335.00
2173	8/4/2005	Review recently filed pleadings and examine position of IR Committee in light of RTFC position not to fund settlement per agreed term sheet.	AVERCH, C	1.00	$610.00
2171	8/4/2005	Conference call with T. Gerber and D. Stewart re: IR settlement status (0.3); telephone conference with M. Sutherland re: IR bar date (0.2); telephone conference with S. Goodwin re: same (0.3); various correspondence with M. Sutherland re: same (0.3); analysis of IR settlement alternatives (1.5); discuss same with C. Averch (0.5); analysis of sale order and DIP order re: same (0.5),	CUNNINGHAM, J	3.60	$2,412.00
2177	8/5/2005	Call with J. Cunningham re: refusal of RTFC to fund agreed settlement and alternatives (0.5); call with S. Youngman re: position of Creditors' Committee on partial reconsideration of sale motion (0.2); prepare for, attend, and participate in Committee conference call (1.0).	AVERCH, C	1.70	$1,037.00

	Date	Description	Timekeeper	Hours	Amount
2175	8/5/2005	Analysis of reconsideration of sale order (0.5); discuss same with T.Dee (0.5); prepare for and attend IR Committee conference call (1.5); review and revise motion for reconsideration for filing with Court (1.0); analysis of chapter 11 plan alternatives re: treatment of IR Claims (1.5); analysis of UCC bar date motion and related issues (0.7); call with S.Goodwin re: status of case and IR settlement (0.3).	CUNNINGHAM, J	6.00	$4,020.00
2289	8/5/2005	Work on IR Settlement Agreement.	DEE, T	0.70	$353.50
2176	8/5/2005	Prepare for and attend Committee call (1.0); review sale order and DIP financing document and order (0.8); confer with J. Cunningham re: same (0.5).	DEE, T	2.30	$1,161.50
2179	8/6/2005	Draft motion for reconsideration.	DEE, T	3.70	$1,868.50
2180	8/7/2005	Draft motion for reconsideration.	DEE, T	3.20	$1,616.00
2181	8/8/2005	Telephone conference with J. Lisac re: open issues on IR settlement (0.7); various calls with Committee members re: alternatives (0.9).	CUNNINGHAM, J	1.60	$1,072.00
2184	8/8/2005	Finalize and coordinate filing of motion for reconsideration.	DEE, T	6.60	$3,333.00
2188	8/9/2005	Telephone conference with S. Goodwin re: case status (0.4); review and revise motion of Official Committee of Excel Independent Representatives to extend sunset provision on IR Committee appointment for an additional 90 days and expedited motion re: same (1.2); calls and correspondence with Committee members re: case status (0.6).	CUNNINGHAM, J	2.20	$1,474.00
2190	8/9/2005	Finalize and coordinate filing and service of motion to extend sunset date.	DEE, T	3.20	$1,616.00
2203	8/11/2005	Correspondence with T. Gerber re: settlement (0.5); call with G. McElreath re: continuation of IR Committee (0.5).	AVERCH, C	1.00	$610.00
2200	8/11/2005	Telephone conference with S. Goodwin re: case status and IR settlement (0.3); correspondence to Committee re: same (0.2); correspondence with M. Sutherland re: IR settlement issues (0.2).	CUNNINGHAM, J	0.70	$469.00

	Date	Description	Timekeeper	Hours	Amount
2207	8/12/2005	Telephone conference with S. Goodwin re: IR settlement (0.4); draft letter to UCC re: open issues (0.8); telephone conference with T. Gerber re: IR settlement (0.3); telephone conference with M. Sutherland re: same (0.2).	CUNNINGHAM, J	1.70	$1,139.00
2212	8/15/2005	Prepare for and attend hearing telephonically (1.0); various calls and correspondence with Committee members re: IR settlement update (0.9).	CUNNINGHAM, J	1.90	$1,273.00
2218	8/16/2005	Review UCC objection to IR sunset (0.3); correspondence with M. Sutherland re: same (0.2); calls and correspondence re: settlement meeting in Dallas (0.5); call with J. Lisac re: same (0.5); call with T. Gerber re: same (0.1).	CUNNINGHAM, J	1.60	$1,072.00
2226	8/17/2005	Travel to Dallas and prepare for IR settlement meeting (4.0); attend IR settlement meeting at Vinson & Elkins (1.5); follow up meeting with J. Lisac and prepare for hearing (0.3); calls and correspondence with W. Greendyke re: same (0.2).	CUNNINGHAM, J	6.00	$4,020.00
2230	8/18/2005	Prepare for hearing and proffer for J. Lisac (2.0); meeting with J. Lisac re: same (1.7); meeting with J. Lee and W. Greendyke re: resolution of open issues (0.3); attend hearing (2.0); return travel to Miami (4.0).	CUNNINGHAM, J	10.00	$6,700.00
2235	8/19/2005	Review and revise motion to the Official Committee to extend sunset provision for an additional 90 days.	CUNNINGHAM, J	0.40	$268.00
2237	8/19/2005	Draft IR sunset extension motion (2.5); draft order re: recent extension (0.4); draft Committee letter recommending acceptance of settlement (1.0).	DEE, T	3.90	$1,969.50
2269	8/22/2005	Prepare order granting motion for expedited hearing on extension of sunset and coordinate filings re various motions re: sunset provision extension.	DEE, T	0.80	$404.00
2244	8/23/2005	Telephone conference with W. Greendyke re: RTFC comments (0.3); correspondence with C. Lauer re: procedures pleadings (0.3); review and revise same (0.8).	CUNNINGHAM, J	1.40	$938.00
2251	8/24/2005	Coordinate service of order extending sunset and expedited hearing motion re: extension of sunset date (0.3); review IR settlement materials from the Debtor (0.5).	DEE, T	0.80	$404.00

	Date	Description	Timekeeper	Hours	Amount
2255	8/30/2005	Telephone conference with T. Gerber re: IR settlement issues (0.1); telephone conference with W. Greendyke re: same (0.2).	CUNNINGHAM, J	0.30	$201.00
2293	9/2/2005	Telephone conference with T. Gerber regarding comments to IR Settlement and review markup re same (.3); telephone conference with J. Lisac regarding same (.2); review amended DIP agreement from W. Greendyke (.2).	CUNNINGHAM, J	0.70	$469.00
2311	9/9/2005	Review and revise proposed IR sunset order (.3); various telephone conferences and correspondence with R. London and M. Sutherland regarding same (.3); telephone conference with C. Averch regarding same (.2); various telephone conferences with Committee members regarding case status.	CUNNINGHAM, J	1.40	$938.00
2313	9/9/2005	Work on order re: sunset extension (0.5); review correspondence re: same (0.2); email committee members update regarding settlement (0.4).	DEE, T	1.10	$555.50
2321	9/13/2005	Telephone conference with T Gerber regarding IR settlement mechanics (.2); confer with T. Dee regarding same (.2).	CUNNINGHAM, J	0.40	$268.00
2435	9/13/2005	Confer with J. Cunningham re: settlement mechanics (0.2); draft email to committee re: case update (0.2).	DEE, T	0.40	$202.00
2327	9/15/2005	Correspondence with W. Greendyke regarding IR settlement documents and review of same.	CUNNINGHAM, J	0.30	$201.00
2335	9/20/2005	Various telephone conferences and correspondence with committee members regarding settlement and case updates (.6); correspondence with W. Greendyke regarding same (.2).	CUNNINGHAM, J	0.80	$536.00
2342	9/23/2005	Review, analysis and comments regarding IR settlement motion from J. Lee (.7); various telephone conferences and correspondence with Committee members regarding same (.6).	CUNNINGHAM, J	1.30	$871.00
2344	9/26/2005	Correspondence with W. Greendyke and J. Lee regarding IR settlement agreement comments (.3); review and revise regarding same (.3); telephone conference with M. Sutherland regarding sunset extension (.2).	CUNNINGHAM, J	0.80	$536.00

	Date	Description	Timekeeper	Hours	Amount
2353	9/28/2005	Review and revise settlement agreement (1.0); correspondence with W. Greendyke regarding same (.2).	CUNNINGHAM, J	1.20	$804.00
2358	9/29/2005	Telephone conference with J. Lee regarding IR settlement issues (.4); prepare for hearing (.2); attend telephonic hearing (.5); various telephone conferences and correspondence with committee members and T. Dee regarding updates (.8).	CUNNINGHAM, J	1.90	$1,273.00
2360	9/29/2005	Telephone calls and correspondence with committee members and J. Cunningham re: IR settlement.	DEE, T	0.80	$404.00
2364	9/30/2005	Conference call regarding IR Settlement and follow up.	DEE, T	0.50	$252.50
2365	10/3/2005	Correspondence with C. Lauer and W. Greendyke re: IR settlement documents (0.2); review comments re: same (0.2).	CUNNINGHAM, J	0.40	$280.00
2367	10/3/2005	Review and draft comments to IR Settlement Agreement (3.0); confer with IR Committee member regarding same (0.4).	DEE, T	3.40	$1,819.00
2369	10/4/2005	Telephone conference with J. Lee re: setoff rights and other open issues re: IR settlement (0.8); telephone conference with J. Lisac re: same (0.5); calls and correspondence with C. Lauer and J. Lee re: same (0.4); analysis of open issues re: same (0.5).	CUNNINGHAM, J	2.20	$1,540.00
2373	10/4/2005	Work on IR settlement, specifically reviewing terms of settlement (0.8); review recently filed pleadings (0.4).	DEE, T	1.20	$642.00
2374	10/5/2005	Analysis of ESD/Ambassador bonus pool issues (0.8); calls and correspondence with Committee members re: same (0.6); calls and correspondence with J. Lisac re: same (0.8); calls and correspondence with J. Lee re: same (0.8); conference call with settling parties re: same (1.5); review proposed IR sunset order (0.1).	CUNNINGHAM, J	4.30	$3,010.00
2376	10/5/2005	Review and comment on IR Settlement (0.9); conference call regarding IR settlement with negotiating parties (1.5).	DEE, T	2.40	$1,284.00
2380	10/6/2005	Review and revise IR Committee letter and comments from J. Lee (0.4); discuss same with Committee members (0.3); review spreadsheet analysis from J. Lisac (0.3); calls and correspondence with J. Lisac re: same (0.8).	CUNNINGHAM, J	1.80	$1,260.00

	Date	Description	Timekeeper	Hours	Amount
2392	10/11/2005	Call with J. Cunningham re: matters pertaining to settlement and hearing (0.2); correspondence to and from T. Dee re: same (0.1).	AVERCH, C	0.30	$195.00
2390	10/11/2005	Call with IR Committee member regarding IR settlement.	DEE, T	0.30	$160.50
2394	10/12/2005	Correspondence with J. Lee re: status of IR settlement and open issues (0.6); calls with Committee members re: nature of bonus pool payments (0.8); review company documents re: same (0.5); calls and correspondence with J. Lisac re: same (0.5); IR Committee conference call (1.0).	CUNNINGHAM, J	3.40	$2,380.00
2396	10/12/2005	Call with Excel independent rep re: status of case (0.2); prepare for committee call (0.5); committee call (0.9); correspondence re: IR settlement (0.3); work on june and august bill (0.8); work on IR Settlement (0.4).	DEE, T	3.10	$1,658.50
2400	10/13/2005	Calls with Committee members re: open issues and responses thereto (1.4); calls and correspondence re: J. Lisac re: same (0.6); review DIP issues and modifications (0.2).	CUNNINGHAM, J	2.20	$1,540.00
2437	10/13/2005	Work on IR Settlement issues.	DEE, T	0.60	$321.00
2403	10/14/2005	Calls and correspondence with J. Lee and T. Gerber re: Ambassador/ESD payments; analysis re: same.	CUNNINGHAM, J	2.00	$1,400.00
2405	10/14/2005	Work on resolving issues regarding the IR Settlement (1.5); confer with J. Cunningham re: same (0.2); IR Committee Call (0.5); review and comment on order regarding financing (0.3).	DEE, T	2.50	$1,337.50
2438	10/17/2005	Analyze IR settlement issues.	DEE, T	0.50	$267.50
2409	10/18/2005	Telephone conference with T. Gerber re: open issues (0.2); IR Committee call (1.5); calls and correspondence with Committee members re: settlement issues (0.3); attend telephonic hearing (0.6); call and correspondence with J. Lee re: IR settlement issues (0.2).	CUNNINGHAM, J	2.80	$1,960.00
2439	10/18/2005	Prepare for and attend IR committee call re IR settlement.	DEE, T	0.70	$374.50

	Date	Description	Timekeeper	Hours	Amount
2416	10/19/2005	Calls and correspondence with J. Lee re: IR settlement issues.	CUNNINGHAM, J	0.40	$280.00
2419	10/20/2005	Call from IRs regarding case status.	DEE, T	0.40	$214.00
2425	10/26/2005	Comments to draft IR settlement documents (1.5); calls and correspondence with J. Lee and C. Lauer re; same (0.6); correspondence with W. Greendyke re: comments and attachments (0.3).	CUNNINGHAM, J	2.40	$1,680.00
			Category Sum	**141.30**	**$87,847.50**
			Total	**295.20**	**$146,416.00**

EXHIBIT “B”

Expense Summary
VarTec Telecom, Inc.

Expense	*Total*
Airfare	$1,418.40
Computer Legal Research	$1,759.44
Conference Expense	$560.12
Courier Service	$501.15
Facsimilie	$2,220.00
Filing Fees	$75.00
Hotel/Travel Expense	$1,471.45
Laser Document Printing	$7,414.68
Miscellaneous Other	$90.55
Postage	$2,712.30
Taxi	$173.60
Telephone	$2,002.63
Grand Total	**$20,399.32**

Expense Detail
VarTec Telecom, Inc.

Date	*Expense*	*Amount*
7/1/2005	Telephone - - VENDOR: AT&T CABLE SERVICES ACCT. # 78293574-00001	$117.06
7/1/2005	Telephone - - VENDOR: AT&T CABLE SERVICES ACCT. # 78293574-00001	$366.84
7/1/2005	Telephone - - VENDOR: AT&T CABLE SERVICES ACCT. # 78293574-00001	$87.42
7/1/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006b	$7.00
7/1/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$17.78
7/1/2005	Postage	$4.37
7/1/2005	Courier Service - - VENDOR: DHL WORLDWIDE EXPRESS	$6.67
7/1/2005	Telephone - - VENDOR: AT&T CABLE SERVICES ACCT. # 78293574-00001	$63.23
7/1/2005	Telephone - - VENDOR: AT&T CABLE SERVICES ACCT. # 78293574-00001	$33.57
7/5/2005	Telephone 12148557171 DALLAS TX	$1.21
7/5/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5020	$0.70
7/6/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5020	$5.88
7/7/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$213.60
7/7/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006b	$3.92
7/7/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$32.88
7/7/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$218.72
7/7/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$13.44
7/7/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$18.16
7/7/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$67.36
7/8/2005	Courier Service - - VENDOR: FEDERAL EXPRESS RUN#200528	$34.86
7/11/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.14
7/11/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.28
7/11/2005	Copying USER DEFINED 1: DOC: Microsoft Outlo USER DEFINED 2: PRT: 5020	$0.56
7/12/2005	Facsimile-Domestic	$6.25
7/12/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006a	$4.62
7/12/2005	Postage	$0.60
7/13/2005	Telephone 15123275638 AUSTIN TX	$3.83
7/13/2005	Telephone 12142207744 DALLAS TX	$3.08

Date	*Expense*	*Amount*
7/14/2005	Copying USER DEFINED 1: DOC: http://www.mapq USER DEFINED 2: PRT: 5006a	$5.74
7/14/2005	Telephone 12142207744 DALLAS TX	$2.33
7/15/2005	Miscellaneous Other - - VENDOR: JOHN K. CUNNINGHAM	$24.44
7/15/2005	Travel Expense - - VENDOR: JOHN K. CUNNINGHAM	$329.00
7/15/2005	Travel Expense - - VENDOR: JOHN K. CUNNINGHAM	$24.00
7/15/2005	Travel Expense - - VENDOR: JOHN K. CUNNINGHAM	$271.20
7/15/2005	Conference Expense - - VENDOR: JOHN K. CUNNINGHAM	$283.23
7/18/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$41.02
7/18/2005	Copying USER DEFINED 1: DOC: Embedded File.P USER DEFINED 2: PRT: 5006b	$8.54
7/18/2005	Facsimile-Domestic	$2.50
7/18/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$8.96
7/19/2005	Copying USER DEFINED 1: DOC: 3B953.pdf USER DEFINED 2: PRT: 5006b	$4.34
7/19/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$23.10
7/20/2005	Telephone 12148553069 DALLAS TX	$3.08
7/20/2005	Telephone 12148557171 DALLAS TX	$1.59
7/20/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006a	$11.20
7/21/2005	Copying USER DEFINED 1: DOC: https://ecf.txn USER DEFINED 2: PRT: 5006a	$46.48
7/21/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.28
7/21/2005	Telephone 12147532016 DALLAS TX	$1.59
7/21/2005	Postage	$3.32
7/22/2005	Copying USER DEFINED 1: DOC: http://docs.bmc USER DEFINED 2: PRT: 5006b	$47.04
7/22/2005	Telephone - - VENDOR: AT&T CABLE SERVICES -07/22/05- CONFERENCE CALL	$248.16
7/23/2005	Copying USER DEFINED 1: DOC: C:\Documents an USER DEFINED 2: PRT: 5006b	$17.92
7/24/2005	Copying USER DEFINED 1: DOC: C:\Documents an USER DEFINED 2: PRT: 5006b	$21.56
7/25/2005	Facsimile-Domestic	$8.75
7/25/2005	Facsimile-Domestic	$8.75
7/25/2005	Facsimile-Domestic	$8.75
7/25/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.28
7/25/2005	Telephone 16304248592 LOMBARD IL	$11.66
7/25/2005	Postage	$86.07
7/25/2005	Telephone 16304248592 LOMBARD IL	$3.83

Date	*Expense*	*Amount*
7/25/2005	Computer Legal Research USER DEFINED 1: Westlaw-MI-JUL-2005 USER DEFINED 2: WLAW	$64.65
7/25/2005	Telephone - - VENDOR: AT&T CABLE SERVICES -07/25/05- CONFERENCE CALLS	$140.09
7/25/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$220.22
7/25/2005	Filing Fees - - VENDOR: MARK FUHR	$25.00
7/25/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006a	$9.94
7/25/2005	Facsimile-Domestic	$8.75
7/26/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006b	$1.12
7/26/2005	Telephone 12148713200 DALLAS TX	$1.96
7/27/2005	Copying USER DEFINED 1: DOC: Microsoft Outlo USER DEFINED 2: PRT: 5006a	$4.34
7/27/2005	Miscellaneous Other - - VENDOR: LINDA LEALI	$27.11
7/27/2005	Taxi - - VENDOR: LINDA LEALI	$143.60
7/27/2005	Conference Expense - - VENDOR: LINDA LEALI	$276.89
7/27/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.56
7/28/2005	Travel Expense - - VENDOR: LINDA LEALI	$847.25
7/28/2005	Telephone 13129771000 CHICAGO IL	$1.59
7/28/2005	Taxi - - VENDOR: LINDA LEALI	$30.00
7/28/2005	Telephone - - VENDOR: LINDA LEALI	$271.79
7/28/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006a	$20.58
7/28/2005	Telephone 18173014306 ARLINGTON TX	$6.07
7/28/2005	Telephone 12148557171 DALLAS TX	$3.45
7/28/2005	Telephone 18173014306 ARLINGTON TX	$3.45
7/28/2005	Airfare - - VENDOR: LINDA LEALI	$1,418.40
7/29/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$25.62
7/29/2005	Copying USER DEFINED 1: DOC: https://bills.b USER DEFINED 2: PRT: 5006a	$6.30
7/29/2005	Courier Service - - VENDOR: FEDERAL EXPRESS RUN200531	$17.43
7/29/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$43.40
7/29/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$2.66
7/30/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$23.38
7/30/2005	Facsimile-Domestic	$1.25
8/1/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.56
8/1/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.98

Date	*Expense*	*Amount*
8/1/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$2.66
8/1/2005	Copying USER DEFINED 1: DOC: Distribution Co USER DEFINED 2: PRT: 5006a	$7.98
8/1/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$4.20
8/2/2005	Copying USER DEFINED 1: DOC: Microsoft Outlo USER DEFINED 2: PRT: 5006a	$10.64
8/3/2005	Telephone 12142207744 DALLAS TX	$4.20
8/3/2005	Copying USER DEFINED 1: DOC: C:\Documents an USER DEFINED 2: PRT: 5006b	$2.38
8/4/2005	Telephone 12148553082 DALLAS TX	$2.71
8/4/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006b	$9.52
8/4/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$5.32
8/5/2005	Courier Service - - VENDOR: FEDERAL EXPRESS RUN 200532	$17.74
8/5/2005	Copying USER DEFINED 1: DOC: Microsoft Outlo USER DEFINED 2: PRT: 5006a	$3.64
8/5/2005	Courier Service - - VENDOR: FEDERAL EXPRESS RUN 200532	$69.72
8/5/2005	Courier Service - - VENDOR: FEDERAL EXPRESS RUN 200532	$70.96
8/8/2005	Facsimile-Domestic	$15.00
8/8/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$324.66
8/8/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$4.20
8/8/2005	Facsimile-Domestic	$15.00
8/8/2005	Computer Legal Research USER DEFINED 1: Westlaw-MI-AUG-2005 USER DEFINED 2: WLAW	$227.47
8/8/2005	Facsimile-Domestic	$15.00
8/8/2005	Facsimile-Domestic	$15.00
8/9/2005	Facsimile-Domestic	$96.25
8/9/2005	Returned Memos MI 13104309953 Telephone	$2.55
8/9/2005	Postage	$475.85
8/9/2005	Postage	$87.55
8/9/2005	Telephone 12148553082 DALLAS TX	$3.45
8/9/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$176.12
8/9/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$1,758.96
8/9/2005	Facsimile-Domestic	$15.00
8/9/2005	Facsimile-Domestic	$101.25
8/9/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006a	$12.60
8/9/2005	Facsimile-Domestic	$101.25
8/9/2005	Facsimile-Domestic	$101.25

Date	*Expense*	*Amount*
8/9/2005	Facsimile-Domestic	$5.00
8/9/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$4.20
8/9/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$2.52
8/9/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$97.16
8/9/2005	Facsimile-Domestic	$101.25
8/9/2005	Filing Fees - - VENDOR: CASH	$50.00
8/10/2005	Facsimile-Domestic	$5.00
8/10/2005	Postage	$90.00
8/10/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.70
8/10/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.14
8/10/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$60.48
8/10/2005	Facsimile-Domestic	$5.00
8/10/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$4.90
8/10/2005	Facsimile-Domestic	$7.50
8/10/2005	Facsimile-Domestic	$1.25
8/10/2005	Facsimile-Domestic	$5.00
8/10/2005	Copying USER DEFINED 1: DOC: https://orders. USER DEFINED 2: PRT: 5006a	$19.74
8/10/2005	Telephone 12147532046 DALLAS TX	$1.59
8/10/2005	Facsimile-Domestic	$5.00
8/10/2005	Facsimile-Domestic	$5.00
8/11/2005	Facsimile-Domestic	$3.75
8/11/2005	Telephone 12148553082 DALLAS TX	$1.96
8/11/2005	Facsimile-Domestic	$3.75
8/11/2005	Facsimile-Domestic	$2.50
8/11/2005	Facsimile-Domestic	$3.75
8/11/2005	Facsimile-Domestic	$2.50
8/11/2005	Facsimile-Domestic	$2.50
8/11/2005	Facsimile-Domestic	$3.75
8/11/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$42.70
8/11/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$31.64
8/11/2005	Copying USER DEFINED 1: DOC: Distribution Co USER DEFINED 2: PRT: 5006a	$5.74
8/11/2005	Facsimile-Domestic	$3.75
8/12/2005	Facsimile-Domestic	$2.50

Date	*Expense*	*Amount*
8/12/2005	Telephone 12148557171 DALLAS TX	$9.05
8/12/2005	Telephone 12148553082 DALLAS TX	$12.78
8/12/2005	Facsimile-Domestic	$2.50
8/12/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.70
8/12/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006b	$1.12
8/12/2005	Telephone 13104309953 SAN MONICA CA	$5.32
8/12/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$2.10
8/15/2005	Telephone 16304248592 LOMBARD IL	$38.54
8/15/2005	Telephone - - VENDOR: JOHN K. CUNNINGHAM	$16.20
8/15/2005	Courier Service - - VENDOR: FEDERAL EXPRESS RUN 200533	$88.70
8/15/2005	Telephone 12142207744 DALLAS TX	$4.20
8/15/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$919.66
8/15/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.70
8/15/2005	Facsimile-Domestic	$7.50
8/15/2005	Facsimile-Domestic	$7.50
8/15/2005	Facsimile-Domestic	$7.50
8/15/2005	Facsimile-Domestic	$7.50
8/15/2005	Copying USER DEFINED 1: DOC: C:\Documents an USER DEFINED 2: PRT: 5006b	$4.90
8/15/2005	Postage	$863.44
8/16/2005	Facsimile-Domestic	$170.00
8/16/2005	Copying USER DEFINED 1: DOC: C:\Documents an USER DEFINED 2: PRT: 5006b	$167.72
8/16/2005	Facsimile-Domestic	$5.00
8/16/2005	Facsimile-Domestic	$5.00
8/16/2005	Facsimile-Domestic	$5.00
8/16/2005	Facsimile-Domestic	$5.00
8/16/2005	Facsimile-Domestic	$170.00
8/16/2005	Facsimile-Domestic	$1.25
8/16/2005	Facsimile-Domestic	$170.00
8/16/2005	Postage	$319.00
8/16/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$60.48
8/16/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$66.64
8/16/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$1,554.00

Date	*Expense*	*Amount*
8/16/2005	Telephone 12148557171 DALLAS TX	$1.96
8/16/2005	Facsimile-Domestic	$170.00
8/16/2005	Facsimile-Domestic	$170.00
8/16/2005	Facsimile-Domestic	$5.00
8/16/2005	Telephone 12142207744 DALLAS TX	$2.33
8/17/2005	Copying USER DEFINED 1: DOC: Embedded File.P USER DEFINED 2: PRT: 5006a	$15.96
8/17/2005	Facsimile-Domestic	$3.75
8/18/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006a	$3.36
8/19/2005	Computer Legal Research USER DEFINED 1: Westlaw-MI-AUG-2005 USER DEFINED 2: WLAW	$211.18
8/19/2005	Copying USER DEFINED 1: DOC: show_case_doc_8 USER DEFINED 2: PRT: 5006b	$7.98
8/19/2005	Postage	$444.00
8/20/2005	Courier Service - - VENDOR: EXEC 2000 COURIER SYSTEMS	$67.20
8/22/2005	Facsimile-Domestic	$17.50
8/22/2005	Facsimile-Domestic	$17.50
8/22/2005	Facsimile-Domestic	$17.50
8/22/2005	Facsimile-Domestic	$17.50
8/22/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.28
8/22/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006a	$16.10
8/22/2005	Facsimile-Domestic	$17.50
8/22/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$264.46
8/23/2005	Telephone 17136515193 HOUSTON TX	$2.33
8/23/2005	Copying USER DEFINED 1: DOC: Distribution Co USER DEFINED 2: PRT: 5006a	$4.20
8/24/2005	Facsimile-Domestic	$6.25
8/24/2005	Postage	$98.74
8/24/2005	Facsimile-Domestic	$6.25
8/24/2005	Facsimile-Domestic	$6.25
8/24/2005	Facsimile-Domestic	$6.25
8/24/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$80.64
8/24/2005	Copying USER DEFINED 1: DOC: sunsetorder.pdf USER DEFINED 2: PRT: 5006a	$12.46
8/24/2005	Facsimile-Domestic	$6.25
8/25/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5020	$0.28
8/25/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$1.68

Date	*Expense*	*Amount*
8/25/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$30.94
8/26/2005	Courier Service - - VENDOR: FEDERAL EXPRESS RUN #200535	$57.89
8/29/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.28
8/29/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.98
8/29/2005	Copying USER DEFINED 1: DOC: Calendar USER DEFINED 2: PRT: 5006a	$3.64
8/30/2005	Copying USER DEFINED 1: DOC: outbind://107/ USER DEFINED 2: PRT: 5006a	$0.84
8/31/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006b	$12.88
8/31/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.14
8/31/2005	Telephone 15136299472 CINCINNATI OH	$9.43
8/31/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.56
9/1/2005	Telephone - - VENDOR: AT&T CABLE SERVICES	$80.60
9/1/2005	Telephone - - VENDOR: AT&T CABLE SERVICES	$100.17
9/1/2005	Copying USER DEFINED 1: DOC: Microsoft Outlo USER DEFINED 2: PRT: 5006a	$0.98
9/2/2005	Facsimile-Domestic	$7.50
9/2/2005	Facsimile-Domestic	$2.50
9/2/2005	Facsimile-Domestic	$7.50
9/2/2005	Facsimile-Domestic	$7.50
9/2/2005	Facsimile-Domestic	$7.50
9/2/2005	Courier Service - - VENDOR: FEDERAL EXPRESS RUN# 200538	$17.74
9/6/2005	Copying USER DEFINED 1: DOC: (PLD) Filing SI USER DEFINED 2: PRT: 5002a	$18.48
9/7/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$36.68
9/7/2005	Copying USER DEFINED 1: DOC: http://www.sati USER DEFINED 2: PRT: 5002a	$29.54
9/8/2005	Copying USER DEFINED 1: DOC: http://by102fd. USER DEFINED 2: PRT: 5002a	$3.78
9/9/2005	Copying USER DEFINED 1: DOC: https://ecf.txn USER DEFINED 2: PRT: 5002a	$13.86
9/10/2005	Miscellaneous Other - - VENDOR: SRI MIAMI VENTURE LP AUGUST OT/AC	$39.00
9/12/2005	Copying USER DEFINED 1: DOC: (PLD) Filing SI USER DEFINED 2: PRT: 5002a	$15.68
9/12/2005	Telephone 13103124153 WLOSANGELS CA	$1.96
9/13/2005	Facsimile-Domestic	$5.00
9/13/2005	Postage	$71.46
9/13/2005	Facsimile-Domestic	$13.75
9/13/2005	Facsimile-Domestic	$28.75
9/13/2005	Facsimile-Domestic	$13.75

Date	*Expense*	*Amount*
9/13/2005	Facsimile-Domestic	$13.75
9/13/2005	Facsimile-Domestic	$1.25
9/13/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.56
9/13/2005	Facsimile-Domestic	$13.75
9/13/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.98
9/13/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.70
9/13/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.84
9/13/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$39.20
9/13/2005	Copying USER DEFINED 1: DOC: C:\Documents an USER DEFINED 2: PRT: 5002a	$9.94
9/13/2005	Facsimile-Domestic	$13.75
9/13/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$1.54
9/14/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006b	$3.08
9/15/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006a	$23.80
9/15/2005	Facsimile-Domestic	$8.75
9/15/2005	Facsimile-Domestic	$8.75
9/15/2005	Facsimile-Domestic	$8.75
9/15/2005	Facsimile-Domestic	$8.75
9/15/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$57.40
9/15/2005	Facsimile-Domestic	$8.75
9/16/2005	Copying USER DEFINED 1: DOC: Distribution Co USER DEFINED 2: PRT: 5002a	$0.42
9/19/2005	Copying USER DEFINED 1: DOC: Microsoft Outlo USER DEFINED 2: PRT: 5006a	$1.12
9/21/2005	Copying USER DEFINED 1: DOC: C:\Documents an USER DEFINED 2: PRT: 5002a	$4.76
9/22/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006b	$11.06
9/23/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$48.02
9/23/2005	Copying USER DEFINED 1: DOC: Rpt e-Doc Distr USER DEFINED 2: PRT: 5002a	$6.16
9/25/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006b	$0.56
9/26/2005	Copying USER DEFINED 1: DOC: VT1899.pdf USER DEFINED 2: PRT: 5002a	$25.76
9/26/2005	Telephone 12148553069 DALLAS TX	$1.21
9/26/2005	Facsimile-Domestic	$7.50
9/26/2005	Facsimile-Domestic	$7.50
9/26/2005	Facsimile-Domestic	$7.50
9/26/2005	Facsimile-Domestic	$7.50

Date	*Expense*	*Amount*
9/27/2005	Copying USER DEFINED 1: DOC: Labels Bates (L USER DEFINED 2: PRT: 5006a	$3.22
9/27/2005	Telephone 13129771000 CHICAGO IL	$1.21
9/27/2005	Telephone - - VENDOR: AT&T CABLE SERVICES - 09/27/05- CONFERENCE CALLS	$208.22
9/28/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006a	$14.70
9/28/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$0.56
9/29/2005	Copying USER DEFINED 1: DOC: (PLD) Filing SI USER DEFINED 2: PRT: 5002a	$7.28
9/29/2005	Telephone 16304248592 LOMBARD IL	$25.85
9/30/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$42.80
9/30/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$16.56
9/30/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$0.16
9/30/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$174.08
9/30/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$55.20
9/30/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$10.56
9/30/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$3.52
9/30/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$2.08
9/30/2005	Telephone 13129771000 CHICAGO IL	$1.59
9/30/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006b	$0.70
9/30/2005	Miami Comp. Legal Research - - VENDOR: PACER SERVICE CENTER	$368.96
10/2/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006b	$21.42
10/3/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006b	$40.74
10/4/2005	Copying USER DEFINED 1: DOC: Microsoft Offic USER DEFINED 2: PRT: 5006b	$15.40
10/4/2005	Telephone 12142207912 DALLAS TX	$6.44
10/4/2005	Telephone 12142207744 DALLAS TX	$8.31
10/5/2005	Copying USER DEFINED 1: DOC: http://www.flor USER DEFINED 2: PRT: 5002a	$15.82
10/5/2005	Telephone 13129771000 CHICAGO IL	$1.21
10/5/2005	Computer Legal Research - - VENDOR: PACER SERVICE CENTER	$6.72
10/6/2005	Copying USER DEFINED 1: DOC: (PLD) Filing SI USER DEFINED 2: PRT: 5002a	$70.84
10/7/2005	Postage	$86.40
10/7/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006a	$65.52
10/7/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$58.38
10/7/2005	Facsimile-Domestic	$3.75

Date	*Expense*	*Amount*
10/7/2005	Facsimile-Domestic	$3.75
10/7/2005	Facsimile-Domestic	$3.75
10/7/2005	Facsimile-Domestic	$3.75
10/7/2005	Facsimile-Domestic	$12.50
10/7/2005	Facsimile-Domestic	$3.75
10/7/2005	Facsimile-Domestic	$8.75
10/9/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006b	$22.12
10/10/2005	Copying USER DEFINED 1: DOC: C:\Documents an USER DEFINED 2: PRT: 5002a	$11.06
10/11/2005	Copying USER DEFINED 1: DOC: show_case_doc[1 USER DEFINED 2: PRT: 5006b	$11.34
10/11/2005	Telephone 14144600166 MILWAUKEE WI	$1.21
10/11/2005	Telephone 14152250760 SAN FRAN CA	$2.33
10/11/2005	Telephone 16304248592 LOMBARD IL	$21.74
10/11/2005	Telephone 12819890265 HOUSTON TX	$1.21
10/12/2005	Copying USER DEFINED 1: DOC: (COR) Filing SI USER DEFINED 2: PRT: 5002a	$20.44
10/12/2005	Telephone 14073802117 ORLANDO FL	$3.30
10/13/2005	Facsimile-Domestic	$48.75
10/13/2005	Computer Legal Research USER DEFINED 1: Westlaw-MI-OCT-2005 USER DEFINED 2: WLAW	$11.34
10/13/2005	Facsimile-Domestic	$48.75
10/13/2005	Facsimile-Domestic	$48.75
10/13/2005	Copying USER DEFINED 1: DOC: (PLD) Filing SI USER DEFINED 2: PRT: 5002a	$11.90
10/13/2005	Facsimile-Domestic	$48.75
10/14/2005	Copying USER DEFINED 1: DOC: (PLD) Filing SI USER DEFINED 2: PRT: 5002a	$3.78
10/14/2005	Telephone 13129256363 CHICAGO IL	$4.57
10/14/2005	Telephone 12142207744 DALLAS TX	$1.96
10/14/2005	Courier Service - - VENDOR: FEDERAL EXPRESS RUN 200542	$34.03
10/17/2005	Copying USER DEFINED 1: DOC: outbind://71-00 USER DEFINED 2: PRT: 5006a	$17.92
10/17/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$6.86
10/17/2005	Facsimile-Domestic	$1.25
10/18/2005	Telephone 16304248592 LOMBARD IL	$24.73
10/18/2005	Telephone 12148557171 DALLAS TX	$2.33
10/18/2005	Telephone 12142207744 DALLAS TX	$1.96
10/19/2005	Copying USER DEFINED 1: DOC: https://www.goe USER DEFINED 2: PRT: 5006a	$9.38

Date	*Expense*	*Amount*
10/20/2005	Facsimile-Domestic	$3.75
10/20/2005	Postage	$81.50
10/20/2005	Facsimile-Domestic	$8.75
10/20/2005	Facsimile-Domestic	$8.75
10/20/2005	Facsimile-Domestic	$8.75
10/20/2005	Facsimile-Domestic	$3.75
10/20/2005	Facsimile-Domestic	$3.75
10/20/2005	Facsimile-Domestic	$3.75
10/20/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$95.76
10/20/2005	Copying USER DEFINED 1: DOC: (PLD) Filing SI USER DEFINED 2: PRT: 5002a	$14.70
10/20/2005	Facsimile-Domestic	$8.75
10/20/2005	Facsimile-Domestic	$3.75
10/21/2005	Copying USER DEFINED 1: DOC: (PLD) Filing SI USER DEFINED 2: PRT: 5002a	$3.08
10/21/2005	Courier Service - - VENDOR: FEDERAL EXPRESS RUN 200543	$18.21
10/26/2005	Photocopying USER DEFINED 1: SORT: XX USER DEFINED 2: LOC: C	$11.62
10/26/2005	Copying USER DEFINED 1: DOC: C:\Documents an USER DEFINED 2: PRT: 5002a	$12.46
10/27/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5002a	$20.86
10/28/2005	Copying USER DEFINED 1: DOC: outbind://39-00 USER DEFINED 2: PRT: 5006a	$1.26
10/31/2005	Telephone 12067951100 SEATTLE WA	$1.59
10/31/2005	Copying USER DEFINED 1: DOC: Microsoft Word USER DEFINED 2: PRT: 5006a	$5.18
10/31/2005	Telephone 12148557171 DALLAS TX	$3.45
	Grand Total	**$20,399.32**