IN THE UNITED STATES BANKRUPTCY COURT FOR THE WESTERN DISTRICT OF TEXAS AUSTIN DIVISION

IN RE **UPH HOLDINGS, INC.,** CASE NO. 13-10570 PAC-WEST TELECOMM, INC. CASE NO. 13-10571 TEX-LINK COMMUNICATIONS, INC. CASE NO. 13-10572 UNIPOINT HOLDINGS, INC. CASE NO. 13-10573 UNIPOINT ENHANCED SERVICES, INC. CASE NO. 13-10574 UNIPOINT SERVICES, INC. **CASE NO. 13-10575 NWIRE, LLC** CASE NO. 13-10576 PEERING PARTNERS CASE NO. 13-10577 COMMUNICATIONS, LLC **DEBTORS** Jointly Administered Under EIN: 45-1144038; 68-0383568; 74-2729541; CASE NO. 13-10570 20-3399903; 74-3023729; 38-3659257; 37-(Chapter 11) 1441383; 27-2200110; 27-4254637 6500 RIVER PL. BLVD., BLDG. 2, # 200 §§ **AUSTIN, TEXAS 78730** §

TAMARACK ASSOCIATES, INC.'S AMENDED FIRST FEE REQUEST FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM MARCH 28, 2013 THROUGH APRIL 30, 2013

TO THE HONORABLE TONY M. DAVIS:

THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE TO YOUR INTERESTS.

IF NO TIMELY RESPONSE IS FILED WITHIN TEN (10) DAYS FROM THE DATE OF SERVICE, THE RELIEF REQUESTED HEREIN MAY BE GRANTED WITHOUT A HEARING BEING HELD.

A TIMELY FILED RESPONSE IS NECESSARY FOR A HEARING TO BE HELD.

COM	Tamarack Associates, Inc., ("Tamarack") has applied, pursuant to the Order Granting
AFD APA	Debtors' Motion for Order Establishing Monthly Fee and Expense Reimbursement Procedures
ECO ENG	(the "Order") entered by this Court on May 15, 2013 (Docket No. 186), for payment to
GCL	

DOCUMENT NUMBER-DATE

02971 MAY 30 =

Tamarack of interim compensation for services rendered and reimbursement of expenses incurred during the period commencing March 28, 2013 through April 30, 2013.

Tamarack seeks payment of interim compensation in the total amount of \$52,234.54. This total is comprised as follows: \$44,390.00 (80% of the fees for services rendered) *plus* \$7,844.54 (100% of the interim expenses incurred). Summaries of the fees and expenses are attached hereto as Exhibits "A," "B," and "C."

Pursuant to the Order, any party objecting to the payment of interim compensation and reimbursement of expenses as requested must file a written objection with the Court and serve a copy delivered by U.S. mail and e-mail to the following within ten (10) days after the date of mailing this notice:

- (a) UPH Holdings, Inc./Pac-West Telecomm, Inc./Tex-Link Communications, Inc./UniPoint Holdings, Inc./UniPoint Enhanced Services, Inc.; UniPoint Services, Inc./ nWire, LLC/ Peering Partners Communications, Inc., 6500 River Place Blvd., Bldg. 2, Suite 200, Austin, Texas, 78730 (Attn: J. Michael Holloway, President);
- (b) Counsel to the Debtors, JACKSON WALKER L.L.P., 100 Congress Avenue, Suite 100, Austin, Texas 78701 (Attn: Patricia Tomasco, ptomasco@jw.com, and Jennifer F. Wertz, jwertz@jw.com);
- (c) Office of the United States Trustee, 903 San Jacinto Blvd., Suite 230, Austin, Texas 78701 (Attn: Valerie Wenger);
- (d) Counsel for the Official Committee of Unsecured Creditors, Kelley Drye & Warren Llp, 101 Park Avenue New York, NY 10178 (Attn: Benjamin Blaustein, BBlaustein@KelleyDrye.com, and Craig A. Wolfe, cwolfe@kelleydrye.com);
- (e) Any other creditor or party in interest who requests notice; and
- (f) Counsel for Hercules Technology II, LP,, Cole, Schotz, Meisel, Forman & Leonard, P.A., 25 Main Street, Hackensack, New Jersey 07601 (Attn: Stuart Komrower).

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If an objection is timely filed and served, the Debtors will pay Tamarack only those amounts not in dispute until the Court hears and resolves such disputes. Any disputed amount must have a description of the objection to each line item in dispute; it shall not be sufficient to simply object to all fees and expenses.

Respectfully submitted,

JACKSON WALKER L.L.P. 100 Congress Ave., Suite 1100 Austin, Texas 78701 (512) 236-2000 (512) 236-2002 - FAX

By: /s/Patricia B. Tomasco

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COUNSEL FOR DEBTORS

CERTIFICATE OF SERVICE

This will certify that on the 22nd day of May, 2013, a true and correct copy of the foregoing pleading was served, via the Court's CM/ECF notification system and/or regular first class mail, on the persons and entities listed on the attached Master Service List.

/s/ Patricia B. Tomasco
Patricia B. Tomasco

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SERVICE LIST

Steve Hubbard / RBC 202 US Route One, Suite 206 Falmouth, ME 04105 One Communications/Earthlink 5 Wall Street Burlington, MA 01803

America OnLine 22000 AOL Way Dulles, VA 20166

Telesense Cabs Department P.O. Box 364300 Las Vegas, NV 89133-6430 Cox Communications 1044 Lake Hearn Drive NE Atlanta, GA 20166 CenturyLink P.O. Box 2961 Phoenix, AZ 85062-2961

Frontier P.O. Box 92713 Rochester, NY 14692-0000 Cogent Communications P.O. Box 791087 Baltimore, MD 21279-1087

Genband, Inc. ATTN: Eric Hinton 2801 Network Blvd Suite 300 Frisco, TX 75034

Samsara 1250 S Capital of Texas Highway Bldg 2-235 West Lake Hills, TX 78746 La Arcata Development Limited ATTN: ACCOUNTS RECEIVABLE c/o NAI Reco Partners 1826 N. Loop 1604 W, #250 San Antonio, TX 78248 Grande Communications Network Dept 1204 P.O. Box 121204 Dallas, TX 75312-1204

Telus Corporation 215 Slater Street Ottawa, Ontario, K1P 5N5 CANADA Alpheus Communication Attn: SVP – Contract Administration 1301 Fannin, 20th Floor Houston, TX 77002 Pac Bell P.O. Box 166490

Hines REIT One Wilshire, LP Attn: Kevin McInerny 624 S. Grand Avenue Suite 2435 Los Angeles, CA 90017 Arent Fox LLP 1050 Connecticut Ave. N.W. Washington, DC 20036-5339

Bandwidth.Com, Inc. 75 Remittance Drive, Suite 6647 Chicago, IL 60675

> Pilot Communications P.O. Box 77766 Stockton, CA 95267-1066

Atlanta, GA 30321-0649

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Hackensack, New Jersey 07601

FPL FiberNet LLC

25 Main Street

Valerie Wenger US Trustee 903 San Jacinto Blvd., room 230 Austin, Texas 78701

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Tamarack Associates, Inc. Professional Fee Detail March 28, 2013 to April 30, 2013

EXHIBIT "A"

_			_	March 28, 2013 to April 30, 2013	LAIIIDII 7
Date	Rate	Hours	Total	Activity	
				review and respond to emails from employees - answer accounting questions (1.7)	
				update DIP Budget to fix salary error - include unpaid contractors - communicate	
4/2/13		3.6	900.00	to Hercules and others (1.9)	Accounting Analysis
4/4/13	250	0.8	200.00	suppervise accounting staff, review and approve checks to be cut (0.8)	Accounting Analysis
				Meet at JW with attorney to discuss schedules (0.9) work on pulling together	
				information for schedules (5.7) accounting tasks, pull together information for	
4/8/13	250	8.2	2,050.00	budget to actual (1.4) send out weekly report (0.2)	Accounting Analysis
4/8/13	250	3.0	750.00	Deal with PacWest Trust Fund receipts	Accounting Analysis
				work on compiling interim financial report (2.7) meet with attorneys, and work	
4/9/13	250	6.5	1,625.00	on schedules (3.8)	Accounting Analysis
				Edit and email US Trustee Report (0.4) discuss changes to cash collateral order	
4/11/13	250	0.5	125.00	with Scott (0.1)	Accounting Analysis
				finance team meeting (1.1) deal with accounting issues, attempt to get a good list	•
				of PacWest payables, multiple meetings, TC, and emails with members of finance	
4/17/13	250	5.4	1,350.00	team explaining rules and priorities (4.3)	Accounting Analysis
				Follow up discussion with finance team - treatment of invoices (0.4) discuss	
4/17/13	250	1.3	325.00	company and turnaround with middle managers (0.7)	Accounting Analysis
				Payables - Calculate post petition amounts due from invoices, review and request	
				additional detail on open vendor contracts (3.2) Meet with DF - data needed for Q	
				and customers for Telastic (1.7) employee session - process review for collecting	
				billing information - adding new customers (1.6) revew and respond to emails	
				from employees (0.5) discuss adequate assurance payments with Mike, review and	
4/18/13	250	8.4	2,100.00	approve payments (0.4)	Accounting Analysis
4/22/13	250	0.3	75.00	Send weekly budget to actual report to stakeholders	Accounting Analysis
				Review and respond to emails - answer employees questions (1.7) meeting with Q-	
				Qdvisors - follow up discussions (4.7) finance issues, discuss opening balance	
				sheet - asset valuation, locate and begin analysis of sales tax files, push agreed	
4/25/13	250	8.5	2,125.00	upon procedure to test (2.1)	Accounting Analysis
				Review and respond to emails dealing with payment issues, TC to Mike Holloway,	
4/27/13	250	0.8	200.00	TC to Mike Quinn	Accounting Analysis
				Review and respond to emails dealing with employee and financial issues (0.8)	
4/29/13	250	1.2	300.00	review ICC carry forward, pose questions for meeting at PacWest (0.4)	Accounting Analysis
		48.50	12,125.00	Total Accounting Analysis	

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Tamarack Associates, Inc. Professional Fee Detail March 28, 2013 to April 30, 2013

Date	Rate	Hours	Total	Activity	
				review and respond to emails (2.1), TC with potential investment banker (1.0) review US Trustee report requirement and assemble initial report for UPH Holdings (3.1) deal with accounting issues - encourage staff to enter payables (2.2)	
4/3/	.2 250	10.0	2,500.00	meet with staff and discuss saving options, open up lines of communication (1.6) strategy meeting with MH (1.2) TC with Hercules - strategy and plans (0.9) meeting with Turnaround Team develop initial stratety (3.1) follow up on meeting,	Business Analysis
4/1/	.3 250	7.0	1,750.00		Business Analysis
4/2/	.3 250	8.7	2,175.00	second iBanker (1.3) Meeting with accounting staff (1.3) solicite comment and markup Q-advisors engagement letter, send to Quinn (1.1) meet with employees and advise on	Business Analysis
4/4/	.3 250	5.3	1,325.00	turnaround (2.3) lunch meeting with David F (0.6) Multiple TC with employees, review and respond to employee email questions (2.1) TC with insurance broker - get US Trustee's endorsement (0.2) edit and	Business Analysis
4/5/	.3 250	2.9	725.00	circulate Q-Advisors engagment letter (0.6) TC with Scott Bluestein - Re: Q-Advisors engagement, review final edit (0.3) respond to employee questions (0.3) respond to questions from attorney	Business Analysis
4/5/	.3 250	0.8	200.00	regarding Interim Reports (0.2)	Business Analysis
4/9/		3.6		attend Turnaround Team meeing - follow up tasks (3.6) Deal with emails relating to real estate issue (0.3) TC with Q-Advisors - re: Due diligence (1.2)update and circulate final cash flow (0.7) assist team with	Business Analysis
4/9/	.3 250	3.2	800.00	accounting issues (0.6), email and TC exchange with key vendors (0.5)	Business Analysis

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Tamarack Associates, Inc. Professional Fee Detail March 28, 2013 to April 30, 2013

				March 28, 2013 to April 30, 2013	
Date	Rate	Hours	Total	Activity	
				Locate and upload files into Q-Advisors web portal (3.2) assist in the preparation	
				and forward filed to Patty for lease rejection (1.1) download and email tax filings	
				for US Trustee report (0.4), TC with River Rock Tax liability tracking (0.6) review	
				and approve checks to cut today (1.2) meeting with employees in person, phone	
			_	and email to discuss turnaround options (2.1) prepare for US Trustee meeting	
4/10/13	250	9.4	2,350.00	tomorrow (0.8)	Business Analysis
				prepeare for and attend fiance team meeting- make sure that collections continue	
				(1.2) discuss turnaround situation with Mike - recommend task assignments (0.5)	
				review and approve payroll (0.5) contact Austin landlord to begin negotiations	
4/11/13	250	4.3	1,075.00	(0.4) meet with employee, supervise cost reductions efforts (1.7)	Business Analysis
		•		Respond to employees and vendors email questions, forward email dealing with	•
4/12/13	250	8.0	200.00	D&O insurance with comments	Business Analysis
				Answer employees email questions (1.0), multiple TC and emails dealing with Cash	
				Collateral Order, analyze historical cash collections and detrmine that they do not	
4/12/13	250	2.1	525.00	support the historical 10% variance, TC to Mike to arrange compromise (1.1)	Business Analysis
				Review and respond to employee email questions (0.5), gather information	·
				requested for schedules and emai (0.3), detailed explanation of DIP budet to Patty	
4/13/13	250	1.1	275.00	and Mike (0.3)	Business Analysis
4/14/13	250	0.5	125.00	Review and respond to emails, download files for reading on trip to Austin	Business Analysis
				monitor docket for authorization to pay contractors deal with accounting issues,	·
				TC with employees to pull together information for turnaround (1.2) Write and	
				circulate Budget to Actual report (0.8) deal with information request from	
4/15/13	250	2.2	550.00	attorneys (0.2)	Business Analysis
				Research commercial real estate brokers in LA and reach out to same (0.8) work	
				on executory contracts for Schedule G (1.3) compile and upload additional due	
				diligence information (0.9) meet with River Place landlord and initial lease	
				negotiations (0.7) prepare for and attend turnaround team meeting - follow up	
				(4.9) sign US Trustee interim reports (0.4) communicate with employees	
	~			turnaround goals and tasks, respond to employee questions, review and respond	
4/16/13	250	12.4	3,100.00	to emails from the turnaround team (3.4)	Business Analysis

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Tamarack Associates, Inc. Professional Fee Detail March 28, 2013 to April 30, 2013

	_			March 28, 2013 to April 30, 2013	
Date	Rate	Hours	Total	Activity	
				Write draft landlord letter (1.2) upload files to Q (1.0) meet with employees to	
				discuss pricing and opportunities (1.8) write and circulate employee/customer	
				communication draft (0.2) TC with Matthew Krokosz - Telastic (1.4), TC with	
4/17/13		6.3		Committee counsel (0.7)	Business Analysis
4/18/13		1.0		TC with management	Business Analysis
4/21/13	250	0.7	175.00	Review and respond to email dealing with payment issues	Business Analysis
				Review and respond to emails dealing with vendor, bankruptcy and employee	
				issues (2.3) TC with key vendor - follow up TC with Quinn (0.3) prepare for and	
4/22/13	250	4.9	1,225.00		Business Analysis
				meeting with team to discuss collection of ICC (1.7) work with finance team on	
				payments - prepare cummulative vendor payment spreadsheet (1.2) respond to	
				employee questions, provide guidance and advice, review and respond to	
4/23/13	250	5.5	1,375.00	• • • • • • • • • • • • • • • • • • • •	Business Analysis
				Analyze ICC AR from Telesphere, multiple TC and emails with Telesphere and PW	
				dealing with data, share analysis with team and elicite comments, deal with	
- 4 4				potential of major cash source (6.3) gather information requested by Patty re:	
4/24/13	250	8.7	2,175.00	the section of the se	Business Analysis
				Discuss strategy with Blaine (1.1) Meet with employees in groups and one-on-one	
				(5.0) tour facility and assess extra capacity (1.1) respond to employee email	
29-Apr	250	8.0	2,000.00	questions (0.8)	Business Analysis
				Prepare for and take part in TC with investment banker (0.8) circulate budget to	
				actual report (0.8) prepare for and take part in Turnaround Management Team	
				meeting (2.8) purchase DVD writer and copy all ICC agreements to disk (1.7) TC	
				with River Rock - follow up emails to Mike regarding outcome (0.9) meet with	
4/20/42	250	400		PacWest employees (1.7) reveiw and respond to employee email questions -	
4/30/13	250	10.3			Business Analysis
		119.7	29,925.00	Total Business Analysis	
				Preparation at JW for first day motion (1.0) attend court for first day motion and	
4/1/13	250	A A	1 100 00	follow up (2.1) download documents from Pacer and circulate to team (0.8)	
4/1/13	250 250	4.4		review US Trustee Reporting Requirements (0.5)	Bankruptcy Hearings
4/1/13		0.9		Develop Template for US Trustee Reporting	Bankruptcy Hearings
	250	3.2		Prepare for and attend meeting with US Trustee (3.2)	Bankruptcy Hearings
4/15/13	250	0.5	125.00	Review motions for hearing	Bankruptcy Hearings

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Tamarack Associates, Inc. Professional Fee Detail March 28, 2013 to April 30, 2013

Date	Rate	Hours	Total	Activity	
				Prepare for and attend court hearing dealing with employees, cash collateral etc,	
4/15/13		3.8	950.00	(3.8)	Bankruptcy Hearings
4/23/13	250	4.5	1,125.00	Prepare for and attend 341 hearing (4.5)	Bankruptcy Hearings
		17.3	4,325.00	Total Attend Hearings	
4/4/13	125	7.1	887.50	Travel from company to Blue Bell	General Bankruptcy
4/8/13	125	7.3		Travel from Blue Bell to Austin	General Bankruptcy
4/11/13	125	7.3	912.50	Travel from Austin to Blue Bell	General Bankruptcy
4/15/13	125	8.0	1,000.00	Travel from Blue Bell to Austin	General Bankruptcy
				Travel from Austin to Blue Bell - serious flight delay - travel time capped at 10	o o moral o o min aproy
4/18/13	125	10.0	1,250.00		General Bankruptcy
4/23/13	125	8.0	1,000.00	Travel from Blue Bell to Austin	General Bankruptcy
4/25/13	125	10.0	1,250.00	Travel from Austin to Blue Bell - time capped at 10 hours	General Bankruptcy
4/29/13	125	7.8	975.00	Travel from Blue Bell to Stockton	General Bankruptcy
		65.5	8,187.50	Total Travel	,
				Meet with employees and discuss tax filing, determine that the information for	
				filing sales tax returns exists, recommend that UPH retain Horizons Consulting to	
				process late sales tax returns, forward signed engagement agreement to Horizon	
4/24/13	250	3.7	925.00	and arrange kick off meeting in Austin (3.7)	Tax Issues
		3.7	925.00	Total Tax Issues	

55,487.50 Total Professional Fees

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Tamarack Associates, Inc. Expense Detail March 38, 2013 to April 20, 2013

Date	Amount \$	March 28, 2013 to April 30, 2013 Detail	Туре
4/3/13		United Airlines - week of 4/15/13	Fares
4/3/13		United Airlines - week of 4/22/13	Fares
4/10/13	590.80	United to and from SFO - visit to Stockton week of 4/29	Fares
4/14/13		United change fee to arrive in Austin on time for hearing tomrrow	Fares
4/15/13	400.80	Round trip to Austin week of May 6th	Fares
4/23/13		United to AUS - week of May 20th	Fares
4/24/13	612.70	_United to AUS - week of May 17th	Fares
	3,347.70	Total Fares	
	•		
4/4/13		Gas for rental car	Ground Transportation
4/4/13		Post petition charges - Hertz	Ground Transportation
4/4/13		Auto mileage to and from PHL (68.8 miles)	Ground Transportation
4/8/13		Tolls on PA and NJ Turnpikes to and from EWR	Ground Transportation
4/11/13		Gas for rental car	Ground Transportation
4/12/13		Auto mileage to and from Newark Airport	Ground Transportation
4/18/13		Gas for rental car	Ground Transportation
4/18/13		Hertz auto rental for week	Ground Transportation
4/18/13	93.24	Auto mileage to and from Newark Airport	Ground Transportation
4/18/13		Tolls on PA and NJ Turnpikes to and from EWR	Ground Transportation
4/25/13		Auto mileage to and from Newark Airport	Ground Transportation
4/25/13		Tolls on PA and NJ Turnpikes to and from EWR	Ground Transportation
4/25/13		Hertz auto rental for week	Ground Transportation
	1,626.84	Total Ground Transportation	
2/22/42			
3/28/13		Marriott Hotel Charges	Lodging
4/4/13		Marriott Hotel Charges for week	Lodging
4/11/13		Marriott Hotel Charges for week	Lodging
4/18/13		Marriott Hotel Charges for week	Lodging
4/25/13		Marriott Hotel Charges for week	Lodging
	2,192.76	Total Lodging	

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Tamarack Associates, Inc. Expense Detail March 28, 2013 to April 30, 2013

Date	Amount \$	Detail March 28, 2013 to April 30, 2013	Туре
3/31/13	21.26	Food supplies	Meals
4/2/13	11.27	Lunch with Blaine Gilles	Meals
4/2/13	2.35	Food supplies HEB	Meals
4/4/13	6.00	Lunch with David Flandry	Meals
4/4/13	8.95	Dinner on United Airways	Meals
4/8/13		Food supplies HEB	Meals
4/9/13	7.77	Food supplies	Meals
4/11/13	8.53	Meals return from EWR	Meals
4/15/13	30.17	Food supplies	Meals
4/17/13	40.03	Food supplies (\$4.07) - working dinner with Alan \$35.96	Meals
4/18/13	6.17	Breakfast	Meals
4/18/13	18.95	Dinner	Meals
4/23/13	28.10	Food supplies	Meals
4/24/13	9.75	Lunch	Meals
4/25/13	15.09	Gas for rental car	Meals
4/29/13	81.63	Working lunch with key PacWest employees	Meals
4/29/13	8.50	Dinner	Meals
4/30/13	30.41	Dinner - JLP and Blaine Gilles in Stockton	Meals
	369.81	Total Meals .	
4/4/13	27.00	Pacer charges	Office Exp
4/29/13	48.68	Purchase DVDs and DVD burner from Best Buy to compile ICC agreements	Office Exp
4/30/13	34.64	Incemental cost of correct DVD burner from Best Buy	Office Exp
	110.32	Total Office Expense	•
4/4/13		Parking at PHL - Post petition	Parking
4/7/13		Prepaid fee - Parking at EWR	Parking
4/11/13		Parking at EWR	Parking
4/18/13		Parking at EWR	Parking
4/25/13_		Parking at EWR	Parking
	197.11	Total Parking	3

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Tamarack Associates, Inc. Expense Detail March 28, 2013 to April 30, 2013

Date Amount \$ Detail

Type

7,844.54

Tamarack Associates, Inc. Fees and Expenses Summary March 28, 2013 to April 30, 2013

EXHIBIT "C"

Activity Type	Professional Fees	Expenses
General Bankruptcy/ Travel	8,187.50	7,844.54
Business Analysis	29,925.00	
Accounting Analysis	12,125.00	
Bankruptcy Hearings	4,325.00	
Tax Issues	925.00	
Total	55,487.50	7,844.54
80% Fees	44,390.00	
Expenses	7,844.54	
Total Due this Invoice	52,234.54	•
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Fares	3,347.70	
Ground Transportation	1,626.84	
Lodging	2,192.76	
Meals	369.81	
Office Expenses	110.32	
Parking	197.11	
Total Expenses	7,844.54	-