

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

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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, § CASE NO. 13-10574
INC. §
UNIPOINT SERVICES, INC. § CASE NO. 13-10575
NWIRE, LLC § CASE NO. 13-10576
PEERING PARTNERS § CASE NO. 13-10577
COMMUNICATIONS, LLC §

DEBTORS. § CHAPTER 11

EIN: 45-1144038; 68-0383568; 74-
2729541; 20-3399903; 74-3023729; 38-
3659257; 37-1441383; 27-2200110; 27-
4254637

6500 RIVER PL. BLVD., BLDG. 2, # 200 § JOINTLY ADMINISTERED UNDER
AUSTIN, TEXAS 78730 § CASE NO. 13-10570

**NOTICE OF AMENDED PROPOSED ORDER
FOR ENTRY OF AN ORDER (A) ESTABLISHING PROCEDURES
FOR FILING PROOFS OF CLAIM; (B) DEADLINE FOR § 503(B)(9) CLAIMS;
AND (C) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE TONY M. DAVIS:

COMES NOW UPH Holdings, Inc., ("UPH"), Pac-West Telecom, Inc., ("Pac-West"),
Tex-Link Communications, Inc. ("Tex-Link"), UniPoint Holdings, Inc. ("UniPoint Holdings"),
UniPoint Enhanced Services, Inc. ("UniPoint Enhanced"), UniPoint Services, Inc., ("UniPoint"),
nWire, LLC ("nWire"), and Peering Partners Communications, LLC ("Peering Partners")
(collectively the "Debtors"), by and through their proposed, undersigned counsel, and files this
Notice ("Notice") of Amended Proposed Order (a) Establishing Procedures for Filing Proofs of

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Claim; (b) Deadline for § 503(b)(9) Claims; and (c) Approving the Form and Manner of Notice Thereof [Dckt. No. 141], and would aver as follows:

1. On or about May 2, 2013, the Debtors filed their Motion for Entry of an Order Establishing Procedures for Filing Proofs of Claim, Deadline for § 503(b)(9) Claims, and Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof (“Motion”) [Dckt. No. 141].

2. The Debtors hereby give notice of the changes as reflected in the attached, redlined version of the amended, proposed order, which have been incorporated into the proposed order, recently uploaded in connection with the Motion.

Dated: May 9, 2013.

Respectfully submitted,

JACKSON WALKER L.L.P.
100 Congress Ave., Suite 1100
Austin, Texas 78701
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By: /s/ Patricia B. Tomasco
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**PROPOSED COUNSEL FOR
DEBTORS-IN-POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that on the 9th day of May 2013, a true and correct copy of the foregoing was served via the Court's CM/ECF electronic notification system on all parties requesting same, and via US first class mail, post prepaid to the parties listed below, and on the attached service list.

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

Valerie Wenger
Office of the United States Trustee
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Stuart Komrower
Ilana Volkov
COLE, SCHOTZ, MEISEL, FORMAN & LEONARD, P.A.
25 Main Street
Hackensack, New Jersey 07601

/s/ Patricia B. Tomasco
Patricia B. Tomasco

**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 COMMUNICATIONS, LLC	§	CASE NO. 13-10577

DEBTORS. § CHAPTER 11

**EIN: 45-1144038; 68-0383568;
74-2729541; 20-3399903; 74-3023729;
38-3659257; 37-1441383; 27-2200110;
27-4254637**

6500 RIVER PL. BLVD., BLDG. 2, # 200 AUSTIN, TEXAS 78730	§	JOINTLY ADMINISTERED UNDER CASE NO. 13-10570
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**ORDER ESTABLISHING PROCEDURES FOR FILING PROOFS OF CLAIM,
DEADLINE FOR § 503(B)(9) CLAIMS, AND PROCEDURES FOR FILING PROOFS OF
CLAIM AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the Motion (the "Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for Entry of an Order (this "Order") (a) establishing Procedures for Filing Proofs of Claim; (b) Deadline for § 503(b)(9) Claims; and (c) Approving the Form and Manner of Notice Thereof, all as more fully set forth in the Motion; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Debtors having provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

2. Except as otherwise provided herein, all persons (as defined in § 101(14) of the Bankruptcy Code and entities (as defined in § 101(15) of the Bankruptcy Code), including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts (each such persons and entities, an "Entity," and collectively, the "Entities"), but not including governmental units (as defined in § 101(27) of the Bankruptcy Code ("Governmental Units") holding or wishing to assert a Claim (as defined in § 101(5) of the Bankruptcy Code) against any of the Debtors that arose prior to the Petition Date arising under § 503(b)(9) (herein "Section 503(b) Claim") , shall file a proof of such Claim (each, a "Proof of Claim") in writing so that it is actually received on or

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

before July 22, 2013, at 5:00 p.m. prevailing Central Time (the "Claims Bar Date"), or be forever barred from doing so.

3. The following procedures for the filing of Proofs of Claim asserting Claims against any of the Debtors in these chapter 11 cases shall apply:

- (a) Proofs of Claim must: (i) if filed in paper form, include an original signature (copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted), but if filed electronically, an electronic signature is acceptable, and an original signature is not required; (ii) include supporting documentation (if voluminous, a summary must be attached) or an explanation as to why documentation is not available; (iii) set forth with specificity the legal and factual basis for the alleged Claims; (iv) be in the English language; (v) be denominated in United States currency; and (vi) specify against which particular Debtor such claim is being asserted.
- (b) Any Proof of Claim asserting a Section 503(b)(9) Claim must also: (i) include the value of the goods delivered to and received by the Debtors within 20 days before the Petition Date; (ii) include supporting documentation identifying the particular invoices for which the Section 503(b)(9) Claim is being asserted; and (iii) include documentation of any reclamation demand made to the Debtors under § 546(c) of the Bankruptcy Code (if applicable).
- (c) Each original Proof of Claim, including supporting documentation, must either be filed in person or via courier service, overnight delivery, or first class U.S. mail so as to be actually received on or before the applicable Bar Date in accordance with the procedures set forth herein, at the Bankruptcy Clerk's Office, United States Bankruptcy Court, Western District of Texas, Homer J. Thornberry Federal Judicial Bldg., 903 San Jacinto Blvd., Suite 322, Austin, Texas, 78701 ("Bankruptcy Clerk's Office"), or online at <http://www.txwb.uscourts.gov/>. If filing online, an Entity will have to manually input the correct case number for the particular Debtor against which the Entity asserts a Claim. Proofs of Claim will be deemed filed only when received by the Bankruptcy Clerk's Office in accordance with the procedures set forth herein.
- (d) Entities asserting Claims against more than one Debtor shall be required to file a separate Proof of Claim with respect to each such Debtor. If more than one Debtor is listed on a Proof of Claim, the Debtors shall use reasonable efforts to determine the appropriate Debtor against which the Claim should be properly asserted and shall treat the Claim as asserted against such Debtor listed on the Proof of Claim. All Entities shall identify on their Proof of Claim the holder or holders of the Claim and the particular Debtor against which their Claim is asserted and the applicable bankruptcy case number for such Debtor.

4. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules.

5. Pursuant to Bankruptcy Rule 3003(c)(2), any Entity that is required to file a Proof of Claim in these chapter 11 cases but that fails to do so by the applicable Bar Date shall be forever barred, estopped, and enjoined from: (a) asserting any Claim against any of the Debtors that such Entity has that (i) is in an amount that exceeds the amount, if any, that is set forth in the Schedules or (ii) is of a different nature or in a different classification than is set forth in the Schedules (any such Claim referred to as an "Unscheduled Claim"); and (b) voting upon, or receiving distributions under, any chapter 11 plan in these chapter 11 cases in respect of an Unscheduled Claim; and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to all such Unscheduled Claims.

6. A copy of the notice substantially in the form attached to the Motion as Exhibit C (the "Bar Date Notice") is approved and shall be deemed adequate and sufficient notice if served by first-class mail no less than no later than seven (7) days after the date of entry of the Bar Date Order on:

- a. the United States Trustee;
- b. counsel to the Creditors' Committee;
- c. all Entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002;
- d. all Entities that have filed Proofs of Claim against the Debtors;
- e. all creditors and other known holders of potential Claims against the Debtors as of the date of this Order, including all Entities listed in the Schedules as holding Claims;
- f. the Debtors' prepetition secured lenders and their counsel;
- g. all Entities to executory contracts and unexpired leases with the Debtors listed in the Schedules;

- h. all Entities to litigation with the Debtors;
- i. the Internal Revenue Service for the district in which the cases are pending and, if required by Bankruptcy Rule 2002(j), the Securities and Exchange Commission and any other required governmental units; and
- j. such additional persons and entities as deemed appropriate by the Debtors.

7. The filing of a Proof of Claim shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code.²

8. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any Claim listed in the Schedules.

9. The Debtors shall mail one or more Proof of Claim forms (as appropriate), substantially in the form attached to the Motion as Exhibit B (the "Proof of Claim Form"). Any person or Entity who desires to rely on the Schedules will have the responsibility for determining that the Claim is accurately listed in the Schedules.

10. Entry of this Order is without prejudice to the right of the Debtors to seek further orders of the Court fixing a date or dates by which Entities holding or wishing to assert Claims or interests not subject to the Bar Dates established herein must file such Proofs of Claim or interest or be forever barred from doing so.

11. The Debtors are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order in accordance with the Motion.

12. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

² Nothing herein is intended to preclude any party from filing a request with the Court for payment of administrative claims pursuant to § 503 of the Bankruptcy Code; provided, however, that requests for payment of section 503(b)(9) claims will be considered timely only if they are filed by the applicable Claims Bar Date.

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Document 2 ID	interwovenSite://IMANAGE/JWDOCS/9200527/2
Description	#9200527v2<JWDOCS> - Order Granting Procedures for Filing POCs
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