

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

IN RE:
UPH HOLDINGS, INC. §
PAC-WEST TELECOMM, INC. § CASE NO. 13-10570
TEX-LINK COMMUNICATIONS, INC. § CASE NO. 13-10571
UNIPOINT HOLDINGS, INC. § CASE NO. 13-10572
UNIPOINT ENHANCED SERVICES, § CASE NO. 13-10573
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.

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

CHAPTER 11

**JOINTLY ADMINISTERED
UNDER CASE NO. 13-10570-TMD**

COMMISSION
CLERK

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**MOTION FOR EXPEDITED HEARING ON
DEBTORS' MOTION FOR APPROVAL OF BIDDING
PROCEDURES REQUESTED IN DEBTORS' MOTION FOR
ENTRY OF ORDERS (I) APPROVING AND AUTHORIZING
THE (A) SALE OF SUBSTANTIALLY ALL THE DEBTORS'
ASSETS, (B) THE PAYMENT OF THE NET PROCEEDS OF SALE
TO HERCULES TECHNOLOGY II. L.P., AND (C) THE ASSUMPTION
AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS
AND UNEXPIRED LEASES AND TO SET FINAL HEARING**

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

COMES NOW UPH Holdings, Inc., ("UPH"), Pac-West Telecomm, Inc., ("Pac-West"),

Tex-Link Communications, Inc. ("Tex-Link") UniPoint Holdings, Inc. ("UniPoint Holdings"),

UniPoint Enhanced Services, Inc. ("UniPoint Enhanced Services"), UniPoint Services, Inc.,

("UniPoint Services"), nWire, LLC ("nWire"), and Peering Partners Communications, LLC

("Peering Partners") (collectively the "Debtors"), the Debtors-In-Possession in this case, and file

COM _____
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TEL _____
CLK NG

this their Motion to Expedite (“Motion”) seeking expedited consideration of the Debtors’ proposed bidding procedures (“Bidding Procedures”) as requested by the Debtors in the Debtors’ Motion For Entry of Orders (I) Approving Procedures and Providing Certain Protections and (II) Approving and Authorizing the (A) Sale of Substantially All of the Debtors’ Assets, (B) the Payment of the Net Proceeds of Sale to Hercules Technology II. L.P., and (C) the Assumption and Assignment of Certain Executory Contracts and Leases (“Bidding Procedures Motion”) [Dckt. No. 255], and to set a final hearing on approval of the sale as requested in the Motion (“Sale Hearing”). In support thereof, the Debtors would respectfully show as follows:

1. On March 28, 2013, the Debtors filed their voluntary Chapter 11 petitions (the “Petition Date”) in the above-styled and numbered bankruptcy cases (the “Bankruptcy Cases”). On April 2, 2013, the Court entered an order authorizing joint administration of the reorganization cases. The Debtors continue in possession of their property and management of their business as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108. The Office of the United States Trustee has appointed an official committee of unsecured creditors in these cases (“Committee”).

2. On June 20, 2013, the Debtors filed its Bidding Procedures Motion. In the Bidding Procedures Motion, among other things, the Debtors have requested approval and authorization of their proposed Bidding Procedures and offered protections in connection with the sale of substantially all of their assets, as well as the assumption and assignment of certain executory contracts and unexpired leases. The Bidding Procedures Motion contemplates an auction to be held July 9, 2013 through July 11, 2013 (as defined in the Bidding Procedures Motion, “Auction”); in addition, the Debtors believe, based on inquiries they have received concerning the potential sale, that the sale should be held as expeditiously as possible to maintain interest in participating from potential buyers.

3. Accordingly, the Debtors request that the Court consider approval of the Debtors' proposed Bidding Procedures as contained in the Bidding Procedures Motion and set a final hearing on the Sale. Expedited consideration of both the Bidding Procedures and the setting of a hearing on the Sale will enable the Debtors to proceed to implement sale procedures they believe are designed to maximize value received. To be clear, the Debtors are not seeking expedited consideration of other relief requested in the Bidding Procedures Motion, including approval and authorization of the sale of substantially all of the Debtors' assets and the assumption and assignment of certain executory contracts and unexpired leases. Instead, the Debtors, through this Motion, are only seeking expedited consideration of their proposed Bidding Procedures and for a setting on the final hearing on the Sale Motion (herein "Sale Hearing").

4. An expedited hearing is necessary on approval of the Debtors' proposed Bidding Procedures requested to be implemented in the Bidding Procedures Motion as well as to set the Sale Hearing. Upon approval of the Debtors' proposed Bidding Procedures and the setting of the Sale Hearing, the Debtors will be able to promptly implement their notice and auction procedures with certainty. The Debtors believe that a speedy implementation of such procedures will ensure an orderly sale process and promote the maximum recovery for the Debtors' assets.

WHEREFORE, PREMISES CONSIDERED the Debtors respectfully request that the Court set a hearing on the (a) proposed Bidding Procedures as described in the Debtors' Motion for Entry of Orders (I) Approving Procedures and Providing Certain Protections, and (II) Authorizing the (A) Sale of Substantially All the Debtors' Assets, (B) the Payment of the Net Proceeds of Sale to Hercules Technology II. L.P., and (C) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (herein "Sale Motion"); (b) set a final hearing on the Sale (as defined herein, "Sale Hearing"); and (c) grant such other and further relief as is just and equitable.

Dated: June 20, 2013.

Respectfully submitted,

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By: /s/ Patricia B. Tomasco

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**COUNSEL FOR DEBTORS-IN-
POSSESSION**

CERTIFICATE OF CONFERENCE

I hereby certify that on the 18th day of June 2013, I conferred with counsel for the Office of the United States Trustee, Valerie L. Wenger, via email correspondence, and she stated that she had no objection to the request for expedited consideration of the Debtors' proposed bidding procedures ("Bidding Procedures") as requested by the Debtors in the Debtors' Motion For Entry of Orders (I) Approving Procedures and Providing Certain Protections and (II) Approving and Authorizing the (A) Sale of Substantially All of the Debtors' Assets, (B) the Payment of the Net Proceeds of Sale to Hercules Technology II. L.P., and (C) the Assumption and Assignment of Certain Executory Contracts and Leases ("Motion") and to set a final hearing on approval of the sale as requested in the Sale Motion ("Sale Hearing").

/s/ Jennifer F. Wertz
Jennifer F. Wertz

CERTIFICATE OF SERVICE

I hereby certify that on the 20th day of June 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.

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Tex-Link Communications, Inc.
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UniPoint Services, Inc.
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