

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	§	

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**TAMARACK ASSOCIATES, INC.'S THIRD FEE REQUEST  
FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD FROM JUNE 1, 2013 THROUGH JUNE 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.**

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

Tamarack of interim compensation for services rendered and reimbursement of expenses incurred during the period commencing June 1, 2013 through June 30, 2013.

Tamarack seeks payment of interim compensation in the total amount of \$33,638.22. This total is comprised as follows: \$30,530.00 (80% of the fees for services rendered) *plus* \$3,108.22 (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).

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 17<sup>th</sup> day of July, 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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Steve Hubbard / RBC  
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Rochester, NY 14692-0000

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West Lake Hills, TX 78746

Telus Corporation  
215 Slater Street  
Ottawa, Ontario, K1P 5N5  
CANADA

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

FPL FiberNet LLC  
TJ412-01-0-R  
ATTN: FISCAL SERVICES  
2540 Shumard Oak Boulevard  
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Phoenix AZ 85027

Cogent Communications  
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Alpheus Communication  
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Tamarack Invoice June 2013

**Exhibit A**

<u>Activity Type</u>	<u>Professional Fees</u>	<u>Expenses</u>
General Bankruptcy/ Travel	3,837.50	3,108.22
Business Analysis	33,600.00	
Accounting Analysis	450.00	
Fee Application		
Tax Issues	275.00	
Total	<u>38,162.50</u>	<u>3,108.22</u>

80% Fees	30,530.00
Expenses	3,108.22
Total Due this Invoice	33,638.22

Fares	1,028.99
Ground Transportation	964.38
Lodging	884.31
Meals	133.54
Parking	97.00
Total Expenses	<u>3,108.22</u>

## Tamarack Associates Professional Fee Detail June 2013

Exhibit B					
Date	Rate	Hours	Total	Description	Category
6/4/13	250	1.8	450.00	Analyze financials - collect AP information and analyze - deliver to committee	Accounting Analysis
		1.8	450.00	Subtotal Accounting Analysis	
6/3/13	250	3.0	750.00	Review and respond to email (0.8) meeting with finance team - TC with Q to determine list of materials needed (0.8) TC with LA real estate broker - saving potential (0.3) review and analyze financial performance - prepare contingency (1.1)	Business Analysis
6/4/13	250	7.1	1,775.00	Review and respond to emails (0.6) review and comment on APA (2.5) prepare for and attend weekly Turnaround Management Team meeting (2.0) prepare a circulate week budget to actual performance report (0.9) Analyze Q data request and begin allocating tasks (1.3)	Business Analysis
6/5/13	250	12.6	3,150.00	Located and upload PacWest Financial information to Q FTP site (4.3) meeting with Q advisors and selected employee (4.6) working dinner with Alan Y to discuss sales process and his role (1.7) analyze cash position and advise on payments to be made (1.1) follow up discussion with Mike on Q status (0.4) review and respond to emails (0.5)	Business Analysis
6/6/13	250	0.7	175.00	Edit Stockton letter and send to Blaine, TC discussions with Blaine re: Qwest adequate assurance payment	Business Analysis
6/6/13	250	1.3	325.00	TC with Patty - ICC collections and budget - follow up (0.8) Review and respond to emails - repeat recommendations for collections (0.5)	Business Analysis
6/7/13	250	2.5	625.00	TC with Hilco - re: sale of patents and follow up (1.1) review and respond to emails, multiple TC with Blaine and Mike (1.1) TC and follow up with Kevin (0.3)	Business Analysis
6/10/13	250	5.2	1,300.00	Take part in Committee- Q teleconference (0.4) finance group TC (0.5) analyze AP and AR, calculate offsets, compare month end invoices with cash projections, discuss needs for short term detailed cash flow projection and gather information for same, circulate sheet of offsets to finance team (4.3)	Business Analysis



## Tamarack Associates Professional Fee Detail June 2013

Exhibit B					
Date	Rate	Hours	Total	Description	Category
6/10/13	250	1.2	300.00	TC with Blaine - AT&T and Qwest (0.4) follow up email to Patty - re: Committee questions (0.3) prepare for and take part in TC with interested potential buyer (0.4)	Business Analysis
6/11/13	250	5.7	1,425.00	Prepare and circulate short-term cash flow budget (1.8) TC with finance team to discuss (0.3) Prepare for and take part in Turnaround team meeting (1.7) analyse vendor net payables and send to Patty (0.8) review and respond to emails from employee (0.5) prepare and circulate budget to actual report (0.4) TC with committee advisor, send preliminary ICC AR data (0.2)	Business Analysis
6/12/13	250	2.5	625.00	Review and respond to emails dealing with payments and financial issues (0.5) TC with Committee (0.5) Finance committee conference call (1.5)	Business Analysis
6/13/13	250	1.2	300.00	Review and approve expenses for week (0.5) TC with Blaine and finance team - re: vendor payments, TC with Holloway to discuss (0.5) TC with Q and company (0.2)	Business Analysis
6/14/13	250	0.3	75.00	Follow up TC with Blaine to discuss information needs for next week's buyers meetings	Business Analysis
6/14/13	250	2.1	525.00	TC with Q and potential purchaser - follow up phone call with Blaine and Q	Business Analysis
6/18/13	250	0.7	175.00	Prepare and circulate weekly budget to actual report	Business Analysis
6/18/13	250	11.9	2,975.00	Prepare for and attend meeting of prospective buyer (6.2) Meeting with Q and company - address information needs of prospective buyer (5.7)	Business Analysis
6/19/13	250	11.6	2,900.00	Review and respond to emails (1.7) review and comment on May financials, discuss and plan for payments for week - communicate to management (2.0) prepare for and attend prospective buyer meeting (3.2) prepare due diligence information (3.6) discussion of status with key employees (0.4) continue to work on due diligence (0.7)	Business Analysis
6/20/13	250	12.9	3,225.00	Meet with finance team to discuss May financials (1.2) TC with finance group - re: accounts receivable and collections (1.5) review and respond to emails from employees and stakeholders (1.7) management discussions (0.6) compile due diligence information requested by Q (7.9)	Business Analysis

## Tamarack Associates Professional Fee Detail June 2013

Exhibit B						
Date	Rate	Hours	Total	Description	Category	
6/21/13	250	7.0	1,750.00	Prepare for and take part of TC with prospective buyer (1.1) Plan expenses for next week (0.4) review and finalize April and May financials - discuss and help prepare US Trustee report (1.3) prepare due diligence materials (4.2)	Business Analysis	
6/22/13	250	0.8	200.00	Multiple TC to company personnel - re: due diligence material and inconsistencies in data - achieve resolution	Business Analysis	
6/23/13	250	0.3	75.00	TC with Blaine, review and respond to emails - all dealing with due diligence issues	Business Analysis	
6/24/13	250	3.2	800.00	TC with Committee on sales process (0.5) prepare US Trustee MOR, circulate with weekly budget report (1.6) work on due diligence materials (1.1)	Business Analysis	
6/24/13	250	1.0	250.00	TC with Q and company - due diligence and calculation of cure amounts - follow up calculation of total cure amounts currently known	Business Analysis	
6/25/13	250	0.5	125.00	Continue working on APA	Business Analysis	
6/25/13	250	14.2	3,550.00	TC with management team (1.2) multiple TC with attorneys and bankers working on asset purchase agreement (1.1) review and respond to employee emails (0.6) work on APA and associates schedules (11.3)	Business Analysis	
6/26/13	250	14.3	3,575.00	Review APA in preparation for TC (0.5) TC with Q, counsel to go over APA (2.5) TC with potential buyer (0.5) review and respond to employees email questions (0.6) work on assembling schedules for APA (10.6)	Business Analysis	
6/27/13	250	9.0	2,250.00	TC with potential buyer A (2.9) TC with potential buyer B (2.4), TC with Q to go over schedules (1.1) work on APA and schedules (3.6)	Business Analysis	
6/29/13	250	0.9	225.00	Review and respond to emails, edit schedules, search for leases in data room	Business Analysis	
6/30/13	250	0.4	100.00	Compile and circulate list of PW leases for APA	Business Analysis	
6/30/13	250	0.3	75.00	Review and respond to emails dealing with the APA schedules	Business Analysis	
		134.4	33,600.00	Subtotal Business Analysis		
6/3/13	125	7.6	950.00	Travel from Blue Bell to Austin	General Bankruptcy	
6/6/13	125	7.0	875.00	Travel from Austin to Blue Bell	General Bankruptcy	
6/17/13	125	8.1	1,012.50	Travel from Blue Bell to Austin	General Bankruptcy	

Tamarack Associates Professional Fee Detail June 2013

<b>Exhibit B</b>					
Date	Rate	Hours	Total	Description	Category
6/21/13	125	8.0	1,000.00	Travel from Austin to Blue Bell	General Bankruptcy
		30.7	3,837.50	Subtotal General Bankruptcy	
6/4/13	250	1.1	275.00	Meeting with PMB Helene Donovan - kick off meeting for filing federal and state taxes	Tax Issues
		1.1	275.00	Subtotal Tax Issues	
		168.0	38,162.50	Total this invoice	
			30,530.00	80% fees	
			3,108.22	Expenses	
			33,638.22	Total Due June Invoice	

## Tamarack Associates Expense Detail June 2013

Exhibit C			
Expenses			
Date	Amount	Description	Category
6/3/13	286.99	United Airlines - Change flight to spend time with Q on Wed	Fares
6/11/13	269.00	United change fee - to enable all purchaser meeting	Fares
6/14/13	473.00	United change fee - Arrive in Autin for meeting with potential	Fares
	1,028.99	Subtotal Fares	
6/6/13	17.45	Gas for rental car	Ground Transportation
6/6/13	297.30	Hertz auto rental	Ground Transportation
6/6/13	18.82	Tolls on PA and NJ Turnpikes to and from EWR	Ground Transportation
6/6/13	93.24	Auto mileage to and from Newark Airport	Ground Transportation
6/6/13	85.70	Tolls - charged by Hertz for travel in TX	Ground Transportation
6/21/13	36.91	Auto mileage to and from PHL	Ground Transportation
6/21/13	23.59	Gas for rental car	Ground Transportation
6/21/13	391.37	Hertz auto rental	Ground Transportation
	964.38	Subtotal Ground Transportation	
6/6/13	378.99	Marriott Hotel charges for week	Lodging
6/21/13	505.32	Marriott Hotel charges for week	Lodging
	884.31	Subtotal Lodging	
6/3/13	27.27	Food supplies for week	Meals
6/5/13	52.95	Working dinner with Alan Y	Meals
6/17/13	26.99	Food supplies for week	Meals
6/17/13	8.59	Meal on way to Austin	Meals
6/20/13	9.75	Lunch	Meals
6/21/13	7.99	Meals on way to Blue Bell	Meals
	133.54	Subtotal Meals	
6/6/13	43.10	Parking at EWR	Parking
6/21/13	53.90	Parking at PHL	Parking

Tamarack Associates Expense Detail June 2013

<b>Exhibit C</b>			
<b>Expenses</b>			
<b>Date</b>	<b>Amount</b>	<b>Description</b>	<b>Category</b>
	97.00	Subtotal Parking	
	3,108.22		