

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

IN RE

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, LLC

CASE NO. 13-10570
CASE NO. 13-10571
CASE NO. 13-10572
CASE NO. 13-10573
CASE NO. 13-10574
CASE NO. 13-10575
CASE NO. 13-10576
CASE NO. 13-10577

COMMISSION
CLERK

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RECEIVED 11:00

DEBTORS

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

Jointly Administered Under

CASE NO. 13-10570
(Chapter 11)

6500 RIVER PL. BLVD., BLDG. 2, # 200
AUSTIN, TEXAS 78730

**JACKSON WALKER, L.L.P.'S SECOND FEE REQUEST
FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM MAY 1, 2013 THROUGH MAY 31, 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.**

Jackson Walker L.L.P.. ("JW") 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 JW of interim

compensation for services rendered and reimbursement of expenses incurred during the period commencing May 1, 2013 through May 31, 2013.

JW seeks payment of interim compensation in the total amount of \$77,528.87. This total is comprised as follows: \$63,617.20 (80% of the fees for services rendered) *plus* \$13,911.67 (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 JW 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
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(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 26th 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

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
1550 W. Deer Valley Rd.
Phoenix AZ 85027

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

Hines REIT One Wilshire, LP
Attn: Kevin McInermy
624 S. Grand Avenue
Suite 2435
Los Angeles, CA 90017

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

Pac Bell
P.O. Box 166490
Atlanta, GA 30321-0649

Arent Fox LLP
1050 Connecticut Ave. N.W.
Washington, DC 20036-5339

FPL FiberNet LLC
TJ412-01-0-R
ATTN: FISCAL SERVICES
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Tallahassee, FL 32399-0850

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Hercules Technology Growth
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Holdings, Inc.
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EXHIBIT "A"**TIME DETAIL
MAY 1, 2013 THROUGH MAY 31, 2013****TIME DETAIL:**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<u>Asset Analysis and Recovery:</u>				
05/01/13	P. Tomasco	0.2	115.00	Review status of Telastic license agreement and marketable title thereof.
05/01/13	P. Tomasco	0.8	460.00	Multiple email correspondence regarding strategy for dealing with various software licenses in asset transfer and missing links in chain of title
05/01/13	P. Tomasco	0.2	115.00	Conference with E. Nicolas regarding copyright title issues involved in Telastic
05/01/13	P. Tomasco	0.2	115.00	Review and email to A. Benolken regarding Gores Group NDA
05/02/13	P. Tomasco	0.4	230.00	Review and respond to Gores Group changes to NDA with explanatory memorandum.
05/02/13	P. Tomasco	0.5	287.50	Review and respond to M. Quinn comments to NDA changes and need to protect customer data notwithstanding M. Quinn protestations
05/02/13	P. Tomasco	0.2	115.00	Additional email correspondence regarding Gores NDA and access to data room
05/02/13	P. Tomasco	0.4	230.00	Email correspondence to M. Holloway regarding considerations surrounding access to data room and vetting potential purchasers
05/02/13	P. Tomasco	0.1	57.50	Coordinate document production with creditors' committee regarding D&O policy
05/02/13	P. Tomasco	0.1	57.50	Coordinate updating address for Colo Solution per email
05/02/13	P. Tomasco	0.1	57.50	Coordinate signature of Gores NDA
05/02/13	P. Tomasco	0.2	115.00	Review and analyze employment agreements regarding Telastic software development and forward to E. Nicolas
05/02/13	P. Tomasco	0.1	57.50	Forward signed Gores NDA to Quinn
05/02/13	E. Nicolas	4.3	1,698.50	Review and analysis of multiple e-mails, agreements and memoranda provided by Client regarding Telastic software technologies and related ownership issues.

Reference No.:
142851-00001-PBT2

Page 2

Invoice No: 1322233
Invoice Date: 06/11/13

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
05/03/13	P. Tomasco	0.3	172.50	Continue to analyze Telastic chain of title and impediments to sale
05/04/13	E. Nicolas	1.4	553.00	Prepare memorandum to P. Tomasco regarding M. Krokosz employee agreements and related change of control issues for Telastic software technology.
05/04/13	E. Nicolas	2.5	987.50	Prepare memorandum to P. Tomasco regarding chain of title history for the Telastic software technologies and related software ownership and rights clearance issues.
05/04/13	E. Nicolas	0.5	197.50	Review appropriate legal authorities regarding copyright ownership and termination rights
05/05/13	P. Tomasco	0.8	460.00	
05/05/13	E. Nicolas	2.6	1,027.00	Further prepare memorandum to P. Tomasco regarding M. Krokosz employee agreements and related change of control issues for Telastic software technology.
05/05/13	E. Nicolas	1.9	750.50	Further prepare memorandum to P. Tomasco regarding chain of title history for the Telastic software technologies and related software ownership and rights clearance issues.
05/06/13	P. Tomasco	0.2	115.00	Review and forward memorandum on title to Telastic software
05/06/13	E. Nicolas	0.6	237.00	Prepare proposed intellectual property rights ownership language for inclusion in Telastic technology memorandum for potential buyers.
05/21/13	E. Nicolas	1.2	474.00	Revise, further prepare and finalize memorandum to P. Tomasco regarding chain of title history for the Telastic software technologies and related software ownership and rights clearance issues in light of M. Holloway's e-mail regarding determination of additional documentation or agreements for licensing of technologies.
Total Asset Analysis and Recovery		19.8	\$ 8,685.00	

Asset Disposition:

05/01/13	P. Tomasco	0.4	230	Review proposed changes from Qwest regarding second omnibus rejection motion.
05/01/13	P. Tomasco	0.1	57.5	Email to K. Gwynne regarding Qwest comments to second omnibus motion to reject
05/01/13	P. Tomasco	0.4	230	Review non-exclusive license regarding AT&T rejection motion issues

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 3

Invoice Date: 06/11/13

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
05/01/13	P. Tomasco	0.2	115	Email correspondence to J. Hoeffner regarding rejection motion and spreadsheet showing attempts to disconnect directory listings and circuits
05/01/13	P. Tomasco	0.5	287.5	Extended telephone conference with S. Shiffman regarding attempts to disconnect circuits
05/01/13	P. Tomasco	0.3	172.5	Telephone conference with D. Jackson regarding interest in certain servers and continued colo equipment removals and email to client regarding same
05/01/13	P. Tomasco	0.2	115	Email correspondence to S. Shiffman and M. Holloway regarding protocol for disconnecting service
05/01/13	P. Tomasco	0.1	57.5	Email correspondence to C. Wolfe regarding One Wilshire lease negotiations
05/01/13	P. Tomasco	0.1	57.5	Telephone conference with J. Palmer regarding One Wilshire lease negotiations
05/01/13	P. Tomasco	0.3	172.5	Coordinate response to Switch LV issues on motion to reject
05/01/13	P. Tomasco	0.2	115	Email correspondence with B. Blaustein regarding rejection order and coordinate inclusion of language in rejection order
05/01/13	P. Tomasco	0.4	230	Email correspondence with K. Gwynne regarding rejection order and coordinate inclusion of language in uploaded order and coordinate notice of proposed order
05/01/13	J. Wertz	0.3	85.5	Telephone conference with S. Castor concerning Switch's objections to Second Omnibus Motion to Reject (.1); review master services agreement between Switch and Peering Partners (.1); email correspondence from S. Castor concerning same (.1). Incorporated agreed language from Qwest and Unsecured Creditors' Committee into proposed Order
05/01/13	J. Wertz	0.3	85.5	Granting Second Omnibus Motion to Reject (.2); draft email correspondence to counsel for Qwest and unsecured creditors' committee concerning changes (.1).
05/02/13	P. Tomasco	0.1	57.5	Coordinate uploading of ICAs to data room.
05/02/13	P. Tomasco	1.1	632.5	Coordinate preparation of exhibit books and strategy for May 9 hearings for omnibus motion to reject executory contracts.
05/02/13	A. Benolken	0.5	272.50	Telephone conference with J. Awad, VP and Counsel of The Gores Group, regarding non-disclosure agreement; negotiate with J. Awad regarding same; prepare revisions regarding same.
05/03/13	P. Tomasco	0.2	115	Coordinate reply to AT&T limited objection to motion to reject
05/03/13	P. Tomasco	0.3	172.5	Coordinate revisions to rejection order regarding Qwest disconnect date.
05/03/13	C. Thomas	0.9	157.5	Prepare, file and serve Supplemental Certificate of Service for Debtors' Second Omnibus Motion for Order Approving the Rejection of Unexpired Contracts Nunc Pro Tunc to Petition Date.

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 4

Invoice Date: 06/11/13

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
05/03/13	J. Wertz	0.7	199.5	Review ATT Objection to Second Omnibus Motion to Reject and proposed order submitted with Motion (.5); email conferences with P. Tomasco regarding provisions in proposed order (.2).
05/03/13	J. Wertz	0.1	28.5	Email correspondence from K. Gwynne (CenturyLink) concerning proposed language to add to proposed order granting motion to reject.
05/06/13	P. Tomasco	0.2	115	Review and coordinate response to Switch objection to motion to reject colo agreement
05/06/13	P. Tomasco	0.1	57.5	Review CenturyLink changes to rejection order
05/06/13	P. Tomasco	0.2	115	Telephone conference with S. Shiffman regarding AT&T disconnection issues
05/06/13	P. Tomasco	0.2	115	Review and email to A. Benolken regarding requested changes to NDA from Oberon Securities
05/06/13	P. Tomasco	0.1	57.5	Email correspondence to J. Palmer regarding real estate lease broker to find potential assignee of CA lease
05/06/13	C. Thomas	1.4	245	Review Exhibit A to Debtors' Second Omnibus Motion for Order Approving the Rejection of Unexpired Contracts Nunc Pro Tunc to Petition Date to identify incorrect addresses listed, and research correct same.
05/06/13	J. Wertz	0.4	114	Telephone conference with E. Smith (local counsel to Switch) concerning Debtors' Motion to Reject Contract (.2); email conference with E. Smith concerning date contract is alleged to have been terminated and alleged damages thereunder(.2).
05/07/13	P. Tomasco	0.2	115	Review and revise NDA from NTS communications and email regarding same
05/07/13	P. Tomasco	0.2	115	Email correspondence regarding status and assignability of Oracle license
05/07/13	P. Tomasco	0.1	57.5	Email correspondence regarding NDA changes to Quinn and client
05/07/13	P. Tomasco	0.2	115	Email correspondence regarding changes to offering memorandum regarding Telastic license status
05/07/13	P. Tomasco	0.2	115	Communications with D. Perress regarding client concerns regarding ARIN action on transfers of IP.4 addresses
05/07/13	P. Tomasco	0.1	57.5	Communications with Quinn regarding interest of Streambank in access to dataroom and nature of interest
05/07/13	P. Tomasco	0.1	57.5	Review and approve NTS changes to NDA
05/07/13	P. Tomasco	0.2	115	Follow up with J. Palmer regarding status of post-petition licenses
05/07/13	J. Wertz	0.2	57	Incorporate revision as suggested by CenturyLink into proposed order granting Second Omnibus Motion to Reject (.1); conference with P. Tomasco concerning additional language to add to redlined version of order to be filed (.1).

Reference No.:
142851-00001-PBT2

Page 5

Invoice No: 1322233
Invoice Date: 06/11/13

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
05/07/13	J. Wertz	0.1	28.5	Review draft Stipulation of facts concerning Second Omnibus Motion to Reject as proposed by counsel for Switch (.2); email conference with P. Tomasco to suggest revisions (.1).
05/08/13	P. Tomasco	0.2	115	Continue coordination with client and Streambank regarding ARIN issues and sale of IP.4 addresses.
05/08/13	P. Tomasco	0.1	57.5	Review and coordinate notice of final order on second omnibus motion to reject
05/08/13	P. Tomasco	0.2	115	Continue analysis of marketability of IP.4 addresses
05/08/13	P. Tomasco	0.1	57.5	Review redlined order on second omnibus motion to reject
05/08/13	P. Tomasco	0.2	115	Email correspondence regarding Telastic information on solicitation materials
05/08/13	P. Tomasco	0.4	230	Review spreadsheet of history of disputes with AT&T and coordinate creation of exhibits for use in hearing on motion to reject and motion to provide payment assurance
05/08/13	P. Tomasco	0.5	287.5	Telephone conference with J. Hoeffner regarding information from client on nature of rejected circuit IDs and history of attempts to disconnect
05/08/13	P. Tomasco	0.9	517.5	Prepare for hearing on contested motion to reject and motion to provide payment assurance to AT&T
05/08/13	P. Tomasco	0.6	345	Multiple email correspondence with J. Hoeffner providing documentation of billing disputes and disconnection requests
05/08/13	P. Tomasco	0.2	115	Multiple email correspondence with S. Shiffman regarding USAC issues and rejection of other 499A's
05/08/13	P. Tomasco	0.3	172.5	Telephone conference with J. Hoeffner regarding response from clients regarding rejection issues
05/08/13	P. Tomasco	0.2	115	Review and coordinate distribution of witness and exhibit list for hearing on omnibus motion to reject
05/08/13	P. Tomasco	0.1	57.5	Coordinate filing withdrawal of Switch motion to reject based on stipulation of pre-petition termination
05/08/13	J. Wertz	0.4	114	Incorporate language excluding AT&T entities from Order Granting Second Omnibus Motion to Reject (.1); review Notice of Redlined Order prepared by K. Gradney (.2); and draft email correspondence to S. Wood concerning filing of revised order (.1).
05/08/13	J. Wertz	0.2	57	Review redlined version of Stipulation for counsel for Switch with Debtors' revisions (.1); draft email correspondence concerning same to B. Smith (local counsel to Switch) (.1).
05/08/13	J. Wertz	0.5	142.5	Draft Notice of Withdrawal of Second Omnibus Motion to Reject as to Switch based on Stipulation (.3); draft email correspondence to P. Tomasco concerning opposing counsel's acceptance of same and revisions to same (.1); draft email to opposing counsel concerning necessity of appearing at hearing given stipulation (.1).
05/08/13	A. Benolken	0.2	109.00	Brief review of client's deck.

Reference No.:
142851-00001-PBT2

Page 6

Invoice No: 1322233
Invoice Date: 06/11/13

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
05/09/13	P. Tomasco	0.9	517.5	Prepare for omnibus rejection motion hearing including review of exhibits and preparation of witness outlines
05/09/13	P. Tomasco	1.1	632.5	Meet with S. Shiffman regarding testimony and analysis of AT&T issues
05/09/13	P. Tomasco	0.9	517.5	Multiple telephone conferences with J. Hoeffner regarding terms of order and issues regarding rejection of circuits
05/09/13	P. Tomasco	0.1	57.5	Email correspondence with lender lawyer regarding hearing status
05/09/13	P. Tomasco	0.4	230	Multiple email correspondence to J. Hoeffner regarding disconnect requests and PON data for circuit ids
05/09/13	P. Tomasco	1.1	632.5	Attend hearing and present agreed orders and outline of settlement terms with AT&T
05/09/13	P. Tomasco	0.1	57.5	Coordinate uploading of orders following hearing on omnibus motions to reject
05/10/13	P. Tomasco	0.2	115	Review and forward D&O policy to B. Blaustein.
05/10/13	P. Tomasco	0.2	115	Review and forward AT&T post-petition ICC invoices to J. Hoeffner with admonition regarding failure to pay
05/10/13	P. Tomasco	0.2	115	Review spreadsheet negotiations with Qwest
05/10/13	P. Tomasco	0.8	460	Prepare for and participate in conference call with investment banker regarding information and strategy
05/13/13	P. Tomasco	0.3	172.5	Review and coordinate drafting and formulation of third omnibus rejection motion
05/13/13	P. Tomasco	0.3	172.5	Coordinate with S. Shiffman regarding rejection of CABS agent contract and alternative service provider
05/14/13	P. Tomasco	0.1	57.5	Email correspondence to J. Hoeffner regarding missing intercarrier compensation payment due from AT&T
05/14/13	P. Tomasco	0.3	172.5	Email correspondence with S. Shiffman regarding additional circuit rejections and email to coordinate drafting of 3rd Omnibus Motion to Reject
05/14/13	P. Tomasco	0.1	57.5	Email correspondence regarding rejecting redundant CABS agent contract
05/14/13	P. Tomasco	0.1	57.5	Email correspondence forwarding draft motion to client to insure accuracy
05/14/13	P. Tomasco	0.4	230	Review blackline of Qwest adequate assurance stipulation and email to client regarding same
05/14/13	P. Tomasco	0.1	57.5	Email correspondence to K. Gwynne regarding Qwest unpaid pre-petition invoices
05/14/13	P. Tomasco	0.2	115	Email correspondence to K. Gwynne and client to set up business to business contact to resolve billing disputes
05/14/13	P. Tomasco	0.3	172.5	Telephone conference with B. Gilles regarding Qwest and AT&T billing disputes and strategy to resolve
05/14/13	P. Tomasco	0.1	57.5	Review and comment on status of Telastic software license agreements and inclusion in sale process
05/14/13	P. Tomasco	0.9	517.5	Review and revise APA
05/14/13	P. Tomasco	0.5	287.5	Review information memorandum and comments thereto

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 7

Invoice Date: 06/11/13

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
05/14/13	P. Tomasco	0.3	172.5	Telephone conference with M. Holloway regarding sales process and carrier issues
05/14/13	J. Wertz	1	285	Draft Third Omnibus Motion to Reject (.6); draft proposed order granting same (.1); draft Notice of Hearing concerning same (.1); conference with K. Gradney concerning creation of exhibit to Motion for contracts to reject (.1).
05/15/13	P. Tomasco	0.5	287.5	Telephone conference with S. Shiffman regarding collecting pre-petition ICC and emails regarding coordination of demand letters and back-up invoices
05/15/13	P. Tomasco	0.2	115	Draft form demand letter to send to various carriers.
05/15/13	P. Tomasco	0.4	230	Extended telephone conference with K. Gwynne regarding post-petition payments due and setoff violating stay
05/15/13	P. Tomasco	0.2	115	Email correspondence with client regarding Qwest position on post-petition payables
05/15/13	P. Tomasco	0.1	57.5	Email correspondence with J. Brookner regarding rejection motion
05/15/13	P. Tomasco	0.4	230	Review and forward proposed stipulation to client and discussion of deposit amounts requested
05/16/13	P. Tomasco	0.9	517.5	Emails with AT&T and client regarding stipulation amounts and review issue of provisioning hold based on pre-petition debts as stay violation
05/16/13	P. Tomasco	0.3	172.5	emails regarding Qwest underpayment of post-petition amount due
05/16/13	P. Tomasco	0.3	172.5	Revise and forward draft demand letter to S Shiffman for approval.
05/16/13	P. Tomasco	0.2	115	Email correspondence with Committee and client regarding sharing confidential information memo
05/16/13	P. Tomasco	0.2	115	Email correspondence regarding response to B. Blaustein regarding A/R collection strategy and need to deconsolidate schedules
05/16/13	P. Tomasco	0.2	115	Review committee proposal regarding A/R collection and email to S. Komrower regarding same
05/16/13	P. Tomasco	0.3	172.5	Discussion with Committee regarding reserving extra Texas CLEC and hot cut of interconnection trunks as addition value drivers
05/16/13	P. Tomasco	0.1	57.5	Coordinate response to PG&E billing inquiry
05/16/13	P. Tomasco	0.1	57.5	Coordinate address change per J. Brookner for Hines One Wilshire
05/16/13	P. Tomasco	0.4	230	Review and analysis of AT&T response to stay violation notice and emails with client regarding factual basis therefor
05/16/13	P. Tomasco	1.1	632.5	Email correspondence regarding lengthy response with case citation regarding violation of stay based on credit hold on provisioning system
05/17/13	P. Tomasco	3.4	1,955.00	Review multiple APA forms; drafting APA.
05/20/13	P. Tomasco	0.7	402.5	Telephone conference with S. Shiffman regarding AT&T allegations and preparation for hearing
05/20/13	P. Tomasco	0.2	115	Forward relevant information to S. Shiffman and M. Holloway in preparation for hearing on sanctions

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 8

Invoice Date: 06/11/13

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
05/20/13	P. Tomasco	0.1	57.5	Review analysis of Lucre and criticism of same
05/20/13	P. Tomasco	0.6	345	Email correspondence regarding draft motion for sanctions with explanatory notes to J. Hoeffner and forward business person emails showing internal confusion
05/20/13	P. Tomasco	0.7	402.5	Continue preparation for hearing and additional research
05/20/13	P. Tomasco	0.2	115	Review invoices underlying A/R demand letter and finalize demand letter
05/20/13	P. Tomasco	1.9	1,092.50	Continue drafting APA.
05/21/13	P. Tomasco	0.2	115	Review and analysis of additional assurance request from Frontier
05/21/13	P. Tomasco	0.2	115	Email correspondence to client regarding additional information needed to process request
05/21/13	P. Tomasco	0.1	57.5	Coordinate finalization of NDA with bidder
05/22/13	P. Tomasco	0.3	172.5	Review final MOR and coordinate filing of same; emails with J. Palmer regarding status of various accounts; coordinate with debtors regarding credit card processing order
05/22/13	P. Tomasco	0.3	172.5	Telephone conference with B. Gilles regarding status of AT&T stay violation claim resolution
05/22/13	P. Tomasco	0.3	172.5	Multiple email correspondence with S. Shiffman regarding status of provider account
05/22/13	P. Tomasco	0.2	115	Email correspondence responding to AT&T issue with offsetting prepetition amounts owed
05/22/13	P. Tomasco	0.3	172.5	Telephone conference with K. Gwynne regarding Qwest adequate assurance stipulation and inquiry to client regarding information needed to respond to inquiry
05/22/13	P. Tomasco	0.2	115	Correspond with committee regarding sharing management presentation with sale sub-committee
05/22/13	P. Tomasco	0.5	287.5	Review and revise E. Nicolas memorandum on status of Telastic license agreements
05/22/13	P. Tomasco	0.7	402.5	Research regarding transferability of IP addresses and forward same to client and banker
05/22/13	P. Tomasco	0.8	460	Continue drafting APA
05/22/13	P. Tomasco	0.2	115	Telephone conference with M. Holloway regarding number of free IP addresses
05/22/13	P. Tomasco	0.4	230	Finalize demand letter to Sprint.
05/22/13	P. Tomasco	1.1	632.5	Continuing drafting APA.
05/22/13	P. Tomasco	0.3	172.5	Review B. Gilles analysis of Frontier run rate and deposit amount
05/22/13	P. Tomasco	0.4	230	Review status of rejection motions and coordinate filing of additional rejection motions
05/23/13	J. Wertz	0.3	85.5	Review list of contracts to be rejected from S. Shiffman against Motions to Reject that have already been filed to determine whether additional Motion to Reject is necessary (.3).
05/24/13	P. Tomasco	2.8	1,610.00	Drafting new version of APA, finalize draft and email to client

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 9

Invoice Date: 06/11/13

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
05/24/13	P. Tomasco	0.5	287.5	Telephone conference with D. Peress regarding IP address sale process and email to client regarding setting up call to discuss patent sale
05/24/13	P. Tomasco	0.1	57.5	Email correspondence to M. Quinn regarding status of APA
05/24/13	P. Tomasco	0.9	517.5	Review and analysis of B. Gilles spreadsheet on post-petition usage and email results of analysis and legal analysis to G. Hamberg
05/24/13	P. Tomasco	0.8	460	Extended telephone conference with B. Gilles regarding Coresite, review account and lease documents and email analysis to J. Palmer regarding likely assumption and need to pay deposit
05/24/13	P. Tomasco	0.6	345	Email correspondence with J. Hoeffner regarding rejection order for AT&T and forward to client for comments
05/24/13	P. Tomasco	0.9	517.5	Review and blackline proposed rejection order in light of client concerns and review and revise proposed adequate assurance order
05/24/13	P. Tomasco	0.2	115	Telephone conference with attorney for Sprint requesting business contact and email to client regarding same.
05/24/13	J. Wertz	0.3	85.5	Draft Fourth Omnibus Motion to Reject (.2); email conference with K. Gradney with instructions to create exhibit and confirm accuracy of same with S. Shiffman (.1).
05/28/13	P. Tomasco	0.4	230	Revise rejection order per B. Gilles comments and email to client regarding same
05/28/13	P. Tomasco	0.3	172.5	Review and revise adequate assurance order for AT&T
05/28/13	P. Tomasco	0.1	57.5	Email correspondence to client regarding adequate assurance order for AT&T
05/28/13	P. Tomasco	0.6	345	Finalize markup of orders and email to J. Hoeffner regarding same
05/28/13	P. Tomasco	0.3	172.5	Review client comments to APA
05/28/13	P. Tomasco	0.3	172.5	Finalize APA draft and forward to Quinn
05/28/13	P. Tomasco	0.6	345	Prepare for and participate in conference call with Quinn and Hilco regarding IP addresses and marketability of same
05/28/13	P. Tomasco	0.9	517.5	Research regarding marketability of co-owned patents and 363(h)
05/28/13	A. Benolken	3.4	1,853.00	Revise Asset Purchase Agreement.
05/29/13	A. Benolken	2.3	1,253.50	Revise Asset Purchase Agreement
05/29/13	J. Wertz	5.1	1,453.50	Draft Schedules to draft Asset Purchase Agreement (4.9); email conference with P. Tomasco concerning missing information (.2).
05/31/13	P. Tomasco	1.7	977.5	Review and comment on Q Advisors changes to APA; begin incorporation of comments into APA.

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 10

Invoice Date: 06/11/13

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
05/31/13	J. Wertz	0.2	57	Telephone conference with L. Martinez (representative of interested buyers) concerning Pac-West's potential asset sales (.1); email conference with M. Quinn to provide contact information and background information of inquiry (.1).
Total Asset Disposition		67.2	\$ 37,359.00	
<u>Business Operations:</u>				
05/06/13	P. Tomasco	0.1	57.50	Email correspondence to S. Shiffman regarding pre-petition wages and need to file claim
05/22/13	J. Wertz	0.2	57.00	Email conference with P. Tomasco concerning inquiry from Debtors about payment made to UMS (.1); telephone conference with W. Stephany (UMS) concerning same (.1).
Total Business Operations		0.3	\$ 114.50	
<u>Case Administration:</u>				
05/01/13	J. Wertz	0.9	256.50	Research whether telecommunication services qualifies as a good for purposes of 593(b)(9).
05/01/13	J. Wertz	3.1	883.50	Draft Motion for Entry of an Order Establishing Procedures for Filing Proofs of Claim (1.8); draft proposed order granting same (.4); draft proposed Notice (.4); conference with B. Blaustein (Creditors Committee) concerning same (.2); draft Motion to Expedite same (.3).
05/01/13	J. Wertz	0.2	57.00	Review additional adequate assurance request by PG& E (.1); email correspondence with P. Tomasco concerning comparison of amounts requested therein compared to amount offered by Debtors as adequate assurance (.1).
05/02/13	P. Tomasco	0.1	57.50	Coordinate sending of chapter 11 filings to A. Monroe of Quinn advisors
05/02/13	P. Tomasco	0.1	57.50	Continue to coordinate correction of addresses resulting from initial data pull errors

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 11

Invoice Date: 06/11/13

05/02/13	J. Wertz	1.7	484.50	Review additional request by PG& E for higher adequate assurance deposit, with attached payment history (.1); review case law concerning adequate assurance deposits as determined by courts and California regulations concerning deposits paid to utility companies (1.2); telephone conference with P. Hazen (counsel to PG&E) (.2); draft email correspondence to P. Tomasco concerning reduced offer from PG& E and cash collateral budget (.1); draft email correspondence to J. Palmer concerning budget (.1).
05/02/13	J. Wertz	0.5	142.50	Telephone conference with B. Blaustein concerning Motion for Proof of Claim Procedures (.1); email correspondence with P. Tomasco concerning potential of newspaper publication notice (.1); revise Motion for Claim Procedures to incorporate suggested changes (.2); review Proof of Claim form prepared by B. Blaustein (.1).
05/02/13	C. Thomas	1.7	297.50	Receipt and review of recently filed claims.
05/03/13	P. Tomasco	0.2	115.00	Coordinate submitting April 1 USAC filings and sending certificates to Alpheus.
05/03/13	P. Tomasco	1.0	575.00	Email correspondence with CABS Billing regarding pre-petition claim and coordinate sending of proof of claim form
05/03/13	P. Tomasco	0.1	57.50	Coordinate filing of amended petitions
05/03/13	J. Wertz	0.1	28.50	Email correspondence with S. Wood (Law Clerk to Judge Davis) concerning Motion to Expedite Motion for Claim Procedures.
05/03/13	J. Wertz	0.9	256.50	Review Objection to Motion to Provide Payment Assurance by ATT and Brief in Support of Objection filed by ATT (.9).
05/03/13	J. Wertz	0.7	199.50	Email correspondence from S. Wood (law clerk to Judge Davis) concerning denial of Motion to Expedite (.1); telephone conference and email conference with V. Wenger (UST) concerning motion to expedite (.1); email conference with counsel for Unsecured Creditors' Committee concerning possibility of joint motion to expedite (.1); draft Joint Motion to Expedite to include further details concerning cause and indicate Committee as co-proponent (.3); draft email correspondence to communicate filing of Joint Motion to Expedite to S. Wood and J. Lopez (.1).

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 12

Invoice Date: 06/11/13

05/03/13	J. Wertz	0.2	57.00	Telephone conference with P. Hazen (counsel to PG&E) concerning additional adequate assurance request (.1); email conference with P. Tomasco concerning counterproposal for PG&E (.1).
05/03/13	J. Wertz	0.2	57.00	Telephone conference with S. Wood (Law Clerk to Judge Davis) concerning proposed form of order on Motion (.1); draft new proposed form of Order (.1).
05/03/13	J. Wertz	0.1	28.50	Email conference with L. Garfinkel concerning claim by Utility Telephone Inc.
05/03/13	J. Wertz	0.1	28.50	Conference with C. Thomas concerning Colo Solutions and service issues concerning Second Omnibus Motion to Reject.
05/03/13	C. Thomas	1.1	192.50	Receipt and review of recently filed claims.
05/03/13	C. Thomas	0.5	87.50	Revise and file Amended Voluntary Petitions for Pac-West, UniPoint Holdings, UniPoint Enhances Services and UniPoint Services, and prepare Declarations for Electronic Filing for same.
05/06/13	P. Tomasco	0.1	57.50	Coordinate additional corrections to matrix
05/06/13	E. Nicolas	0.2	79.00	Meeting with P. Tomasco regarding status of and current findings from rights clearance investigation and analysis, and potential solutions for clearing title to Telastic software technologies.
05/06/13	J. Wertz	0.1	28.50	Draft email correspondence to J. Palmer concerning new adequate assurance deposit and terms for PG&E.
05/06/13	J. Wertz	0.2	57.00	Draft email correspondence to counsel for PG&E concerning updated billing address for Debtors in connection with additional adequate assurance request (.1); draft email correspondence to J. Palmer concerning Debtors' new account number and procedures going forward with new account (.1).
05/07/13	P. Tomasco	0.1	57.50	Communications with Ater Wynne regarding status as creditor and need to file claim and coordinate inclusion on amended matrix
05/08/13	P. Tomasco	0.1	57.50	Email correspondence regarding status of amended USAC forms due April 1
05/08/13	P. Tomasco	0.1	57.50	Email correspondence reminder of committee document request to client
05/08/13	P. Tomasco	0.3	172.50	Extended telephone conference with K. Foley regarding USAC issues

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 13

Invoice Date: 06/11/13

05/08/13	J. Wertz	0.1	28.50	Telephone conference with S. Wood (law clerk to Judge Davis) concerning status of contested motions set for hearing on 5/9.
05/08/13	C. Thomas	2.4	420.00	Prepare, file and serve Witness and Exhibit List and exhibit for hearings on May 9 on adequate assurance, rejection of contracts and claims procedures.
05/09/13	P. Tomasco	0.1	57.50	Email correspondence regarding USAC claims regarding late fees with client
05/09/13	P. Tomasco	0.2	115.00	Multiple email correspondence regarding unpaid AT&T inter-carrier compensation
05/09/13	P. Tomasco	0.1	57.50	Telephone conference with client regarding potential recusal of judge regarding AT&T matters
05/09/13	P. Tomasco	0.1	57.50	Email correspondence to S. Bryant regarding Alpheus FUSF forms
05/09/13	P. Tomasco	0.1	57.50	Review and forward email from Alpheus regarding post-petition amount outstanding
05/09/13	J. Wertz	1.2	342.00	Attend hearing on 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; Second Omnibus Motion to Reject; final hearing on Motion to Provide Payment Assurance; draft Order Granting Motion for Order Establishing Procedures for Filing Proofs of Claim based on rulings at hearing (.2).
05/09/13	J. Wertz	0.5	142.50	Incorporate additional language into proposed form of order as requested by counsel for Alpheus and create redlined version of proposed order (.2); draft Notice of Filing of Proposed Amended Order (.2); email conference with S. Wood (Law Clerk to Judge Davis) concerning filing of same (.1).
05/09/13	C. Thomas	0.2	35.00	E-mail correspondence to M. Holloway regarding Declarations for Electronic Filing.
05/10/13	P. Tomasco	0.6	345.00	Review and analyze issues with merchant banker/credit card processor and emails regarding same
05/10/13	C. Thomas	1.3	227.50	Continue to research address corrections for use in Amended Matrix.
05/13/13	P. Tomasco	0.1	57.50	Review correspondence from creditor and coordinate transmission of 341 notice and claim form to creditor
05/13/13	C. Thomas	2.8	490.00	Continue to research returned mail and work on Amended Creditor Matrix.

Reference No.: 142851-00001-PBT2	Page 14	Invoice No: 1322233 Invoice Date: 06/11/13
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05/14/13	P. Tomasco	0.2	115.00	Review claims procedure order and email regarding follow up on noticing obligations to creditors
05/14/13	P. Tomasco	0.3	172.50	Telephone conference with M. Holloway regarding judge recusal issues and follow up email with J. Hoeffner regarding same
05/14/13	P. Tomasco	0.2	115.00	Review and analyze weekly budget to actual report
05/14/13	C. Thomas	5.9	1,032.50	Continue to research returned mail addresses and work on Amended Creditor Matrix.
05/15/13	J. Wertz	0.6	171.00	Telephone conference with V. Wenger (US Trustee) to discuss account issues with credit card processing company and proposed motion to use DIP account for same (.1); telephone conference with W. Stephany (UMS) concerning conversation with US Trustee, proposed motion by Debtors and account status (.3); draft email correspondence to UMS confirming agreement subsequent to telephone conference (.1); email conference with P. Tomasco concerning content of motion regarding same (.1).
05/15/13	C. Thomas	1.6	280.00	Continue to research returned mail addresses and work on Amended Creditor Matrix.
05/16/13	J. Wertz	3.2	912.00	Draft Debtors' Motion for Order Authorizing Debtors to Honor Credit Card Chargebacks and to Comply with Obligations under Processing Agreement and proposed order granting same (3.1); email conference with P. Tomasco concerning potential motion to expedite same (.1).
05/16/13	J. Wertz	0.1	28.50	Telephone conference with P. Hazen (PG&E) concerning billing question related to Debtors' utilities.
05/16/13	J. Wertz	0.4	114.00	Email conference with W. Stephany concerning billing cycle for Debtors with UMS in relation to consideration of requesting expedite setting on Motion for Order Authorizing Debtors to Honor Credit Card Chargebacks (.2); draft Motion to for Order Authorizing Debtors to Honor Credit Card Chargebacks to include information about average chargebacks (.1); email conference with W. Stephany concerning average chargeback incurred by Debtors (.1).
05/16/13	J. Wertz	0.1	28.50	Email conference with V. Wenger (US Trustee) concerning Debtors' request to expedite hearing on Motion to Honor Credit Card Processing Agreement.
05/16/13	C. Thomas	6.7	1,172.50	Continue to research returned mail addresses and work on Amended Creditor Matrix.

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 15

Invoice Date: 06/11/13

05/17/13	J. Wertz	0.1	28.50	Draft email correspondence to P. Hazen (PG&E) concerning billing issue with Pac West.
05/17/13	J. Wertz	0.5	142.50	Draft Motion to Expedite Motion to Use Credit Card Processor (.4); review order granting motion to expedite and instruct K. Gradney on draft of Notice of Hearing (.1).
05/17/13	C. Thomas	8.9	1,557.50	Continue to research returned mail addresses mailout of Notice of Deadlines and Procedures for Filing Proofs of Claim.
05/20/13	P. Tomasco	0.1	57.50	Coordinate mailout of claims procedure notice and completion of schedule G service list
05/20/13	P. Tomasco	0.2	115.00	Multiple email correspondence regarding status of monthly operating report
05/20/13	P. Tomasco	0.1	57.50	Email correspondence regarding wrong format used for MOR
05/20/13	P. Tomasco	0.1	57.50	Email correspondence regarding definition of professionals for MOR
05/20/13	J. Wertz	0.1	28.50	Conference with C. Thomas concerning necessity of supplemental certificate of service following missing proof of claim from mail-out addressing claim procedures and review of same.
05/20/13	C. Thomas	8.0	1,400.00	Prepare mailout of Notice of Deadlines and Procedures for Filing Proofs of Claim, Certificate of Service, and Supplemental Certificate of Service.
05/21/13	P. Tomasco	0.2	115.00	Review and respond to IRS email regarding status of returns; email to client regarding same
05/21/13	P. Tomasco	0.5	287.50	Multiple email correspondence regarding late monthly operating report; review and comment on MOR in wrong format and missing information
05/21/13	J. Wertz	0.3	85.50	Review correspondence received from counsel for Frontier with additional adequate assurance request (.1); calculate deadlines for such requests under 366 final order and motion for adequate assurance for providers (.1); email conference with P. Tomasco to summarize such request (.1).
05/21/13	C. Thomas	7.4	1,295.00	Prepare mailout of Notice of Deadlines and Procedures for Filing Proofs of Claim, to additional recipients.
05/22/13	P. Tomasco	0.4	230.00	Respond to M. Zirzow email regarding status of Nevada litigation in light of UPH bankruptcy (multiple emails).

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 16

Invoice Date: 06/11/13

05/22/13	J. Wertz	0.3	85.50	Telephone conference with B. Cumings (AT&T) concerning question from AT&T about procedure going forward with Debtors in applying setoffs (.1); conference with P. Tomasco concerning same (.1); draft email correspondence to respond to AT&T inquiry (.1).
05/22/13	C. Thomas	0.1	17.50	Review and file Monthly Operating Report for April.
05/22/13	C. Thomas	0.7	122.50	Prepare Supplemental Certificate of Service regarding mailout to additional parties of the Notice of Deadlines and Procedures for Filing Proofs of Claim.
05/22/13	C. Thomas	0.6	105.00	Prepare mailout of additional recipients of claims procedure notice.
05/23/13	C. Thomas	1.8	315.00	Revise mailing list and Supplemental Certificate of Service for additional mailout of claims procedures information.
05/24/13	J. Wertz	0.2	57.00	Telephone conference with G. Hamberg (Frontier) concerning Frontier's additional adequate assurance request and status of same (.1); email conference with P. Tomasco concerning status of discussions with Debtors for response (.1).
05/24/13	J. Wertz	0.1	28.50	Telephone conference with J. Morelis (Investment Realty Co) to respond to inquiry concerning proof of claim issue.
05/28/13	P. Tomasco	0.3	172.50	Coordinate signatures on electronic declarations
05/28/13	P. Tomasco	0.2	115.00	Email correspondence to client regarding order allowing credit card processing
05/28/13	P. Tomasco	1.1	632.50	Meet with client regarding coordination of tasks and status conference regarding need to file tax returns
05/28/13	J. Wertz	0.4	114.00	Review Motion for Order Authorizing the Debtors to Honor Credit Card Chargebacks and to Comply with Obligations under Processing Agreement ("Motion") in preparation for hearing on same (.2); attend hearing on Motion (.1); draft email correspondence to W. Stephany (UMS) concerning court approval of same (.1).
05/28/13	C. Thomas	0.6	105.00	Review documents needed for Debtor representative signature, and prepare same for P. Tomasco meeting with Debtor.
05/29/13	C. Thomas	0.2	35.00	Forward Declarations for Electronic Filing to court clerk.
05/29/13	C. Thomas	2.9	507.50	Research addresses for returned mail of Notice of Deadline and Procedures for Filing Proofs of Claim.

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 17

Invoice Date: 06/11/13

05/30/13	C. Thomas	4.9	857.50	Research additional returned mail addresses, and mailout of Notice of Deadlines and Procedures for Filing Proofs of Claim.
05/30/13	C. Thomas	0.6	105.00	Conference with C. Dawkins of Q. Advisors regarding contracts received from client, and forward same to him.
05/31/13	J. Wertz	0.2	57.00	Telephone conference with principal of Pijits Inc concerning Claims Procedures Motion received and Proof of Claim form.
05/31/13	C. Thomas	4.7	822.50	Prepare spreadsheet tracking filed proofs of claim.
Total Case Administration		90.6	\$ 20,773.00	

Claims Administration and Objections:

05/01/13	P. Tomasco	0.1	57.50	Email correspondence to J. Wertz regarding strategy for claim bar date motion
05/01/13	P. Tomasco	0.3	172.50	Review and analyze AT&T billing for disconnected circuits issue and triage whether issue should be reserved for claims phase
05/02/13	P. Tomasco	0.2	115.00	Coordinate finalization of motion and order for claims deadline and procedures
05/03/13	P. Tomasco	0.1	57.50	Coordinate re-urging of motion for expedited hearing on claims procedures motion
05/03/13	C. Thomas	1.6	280.00	File Joint Motion for Expedited Hearing on Motion on Motion for Entry of Order Establishing Procedures for Filing Proofs of Claim, proposed order and, and prepare and file Supplemental Certificate of Service for same.
05/08/13	P. Tomasco	0.2	115.00	Review and comment on customer information in solicitation package and email to M. Holloway regarding same
05/10/13	C. Thomas	1.1	192.50	Receipt and review of recently filed claims.
05/13/13	C. Thomas	2.6	455.00	Receipt and review of recently filed claims.
05/14/13	J. Wertz	0.2	57.00	Review Order Establishing Procedures for Filing Claims entered by Court to instruct K. Gradney to whom to send notice in accordance with Order and determine most efficient method of complying with notice provisions.
05/20/13	J. Wertz	0.1	28.50	Revise Notice to be sent to claimants in accordance with Order Granting Notice Procedures (.1).
05/30/13	C. Thomas	1.6	280.00	Receipt and review of recently filed claims
05/31/13	C. Thomas	1.6	280.00	Receipt and review of recently filed claims.

Reference No.:
142851-00001-PBT2

Page 18

Invoice No: 1322233
Invoice Date: 06/11/13

Total Claims Administration and Objections 9.7 \$ 2,090.50

Employee Benefits/Pensions:

05/08/13 P. Tomasco 0.1 57.50 Email correspondence employment agreements to B. Blaustein

Total Employee Benefits/Pensions 0.1 \$ 57.50

Fee/Employment Applications:

05/02/13 P. Tomasco 0.3 172.50 Review status of committee confidentiality agreement and incorporation of protective comments and email to client regarding same

05/07/13 P. Tomasco 0.2 115.00 Email correspondence with J. Palmer regarding need for entry of fee procedures order in order to pay interim compensation

05/08/13 P. Tomasco 0.2 115.00 Coordinate settling order on retention of Q Advisors with V. Wenger and S. Streusand

05/10/13 C. Thomas 0.3 52.50 Revise Tamarack's First Fee Request, and prepare exhibits to same.

05/10/13 C. Thomas 0.6 105.00 Prepare Jackson Walker's First Fee Request.

05/20/13 C. Thomas 0.8 140.00 Revise and file Tamarack's First Fee Request.

05/22/13 C. Thomas 0.6 105.00 Prepare and file amended fee request for Tamarack.

05/24/13 P. Tomasco 0.8 460.00 Correspondence regarding retention of accountants to prepare 2012 tax returns and analysis of need to retain and research cases on definition of professionals; coordinate drafting of ordinary course professional motion

Total Fee/Employment Applications 3.8 \$ 1,265.00

Fee/Employment Objections:

05/08/13 J. Wertz 0.5 142.50 Draft Agreed Order between Debtors and US Trustee resolving US Trustee's Limited Objection to Approve Employment of Q Advisors (.2); email conference with V. Wenger concerning possibility of agreed order (.1); email conference with S. Streusand (Q Advisors) regarding order (.1); email conference with S. Wood (law clerk to Judge Davis) concerning agreed order resolving objection to Application (.1).

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 19

Invoice Date: 06/11/13

05/22/13	J. Wertz	0.3	85.50	Telephone conference with S. Bass (US Attorney's Office) concerning Fee Request by Tamarack Associates and concerns with amount requested (.1); email conference with P. Tomasco to determine whether to file amended request (.1); review Amended Fee Request for filing as drafted by C. Thomas (.1).
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Total Fee/Employment Objections	0.8	\$ 1,265.00
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Financing/Cash Collections:

05/01/13	P. Tomasco	0.4	230.00	Telephone conference with P. Lewis regarding Cogent adequate protection issues and email to client regarding issues
05/01/13	P. Tomasco	0.3	172.50	Email correspondence with client and P. Lewis regarding payment of amounts due to Cogent
05/01/13	P. Tomasco	0.2	115.00	Review and respond to adequate assurance request from PG&E
05/01/13	P. Tomasco	0.2	115.00	Follow up email correspondence regarding PG&E assurance issue
05/02/13	P. Tomasco	0.2	115.00	Review and respond to adequate assurance request from PG&E and respond to same
05/02/13	P. Tomasco	0.1	57.50	Email correspondence to J. Palmer regarding need to appease PG&E regarding utility deposit
05/02/13	P. Tomasco	0.1	57.50	Follow up with client regarding sending USAC exemption certificates to Alpheus
05/02/13	P. Tomasco	0.3	172.50	Review objection to rejection and adequate assurance filed by AT&T
05/03/13	P. Tomasco	3.0	1,725.00	Review and forward email from K. Gwynne regarding Qwest run rate and analysis of components of post-petition charges
05/06/13	P. Tomasco	0.3	172.50	Email correspondence to P. Lewis and to client regarding compliance with payment assurance order procedures
05/06/13	P. Tomasco	0.4	230.00	Coordinate drafting of new cash collateral budget and respond to B. Blaustein email regarding committee changes to cash collateral budget
05/06/13	P. Tomasco	0.2	115.00	Multiple email correspondence regarding revised budget for amended final cash collateral order
05/07/13	P. Tomasco	0.2	115.00	Email correspondence with B. Blaustein and review of Committee changes to cash collateral order.

Reference No.:

Invoice No: 1322233

142851-00001-PBT2

Page 20

Invoice Date: 06/11/13

05/07/13	P. Tomasco	0.1	57.50	Coordinate uploading of amended final cash collateral order.
05/07/13	P. Tomasco	0.3	172.50	Email correspondence with K. Gwynne regarding amount of post-petition usage of Qwest services and communication with client regarding break down of same.
05/07/13	P. Tomasco	0.2	115.00	Email correspondence with S. Shiffman regarding breakdown of Qwest services and forward breakdown to K. Gwynne
05/07/13	P. Tomasco	0.2	115.00	Email correspondence to K. Gwynne regarding unpaid pre-petition services and post-petition services
05/07/13	P. Tomasco	0.2	115.00	Review proposed stipulation forwarded by Qwest and begin revision to same
05/08/13	P. Tomasco	0.1	57.50	Coordinate entry of amended final cash collateral order with committee changes.
05/08/13	P. Tomasco	0.2	115.00	Email correspondence with B. Blaustein regarding claims procedures order and email to S. Bryant regarding same
05/08/13	P. Tomasco	1.1	632.50	Extensive revisions to Qwest stipulation
05/08/13	P. Tomasco	0.1	57.50	Email correspondence with B. Blaustein regarding status of amended Final Cash Collateral Order
05/08/13	P. Tomasco	0.1	57.50	Review and revise notice of final cash collateral order
05/13/13	P. Tomasco	0.3	172.50	Telephone conference with W. Carlson and follow up email to client regarding unpaid wages previously authorized under wage motion
Total Financing/Cash Collections		8.8	\$ 5,060.00	

Meetings of and Communications with Creditors:

05/10/13	P. Tomasco	0.2	115.00	Telephone conference with M. Holloway regarding creditors committee subcommittee
05/10/13	P. Tomasco	0.1	57.50	Email correspondence to C. Wolfe and M. Quinn regarding confidentiality protocols for subcommittee and identity thereof
05/10/13	J. Wertz	0.6	171.00	Review factual assertions concerning creditors' refusal to react to bankruptcy filing from Debtors (.3); draft correspondence communicating information about debtors' filing and impact of automatic stay (.3).

Reference No.:
142851-00001-PBT2

Page 21

Invoice No: 1322233
Invoice Date: 06/11/13

05/14/13	J. Wertz	0.7	199.50	Review email correspondence sent by Debtors to UMS to discuss recent termination post-petition of contract by UMS with Debtors (.3); telephone conference with representative of UMS about violation of stay and request that account be reinstated (.3); review US Trustee guidelines for accounts to determine resolution to account issue (.1).
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Total Meetings of and Communications with Creditors	1.6	\$ 543.00	
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Plan and Disclosure Statement:

05/16/13	P. Tomasco	0.2	115.00	Coordinate draft shell plan and review prior forms for use.
05/31/13	J. Wertz	2.4	684.00	Draft initial draft of Debtors' Plan (1.9); draft initial draft of Debtors' Disclosure Statement (.5).

Total Plan and Disclosure Statement (including Business Plan)	2.6	\$ 799.00	
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Relief from Stay Proceedings:

05/09/13	P. Tomasco	0.2	115.00	Finalize comments to Arizona PUC regarding effect of stay
05/13/13	P. Tomasco	0.2	115.00	Review and edit letter to merchant bank regarding stay violation
05/14/13	P. Tomasco	0.1	57.50	Review and respond to email from T. Lau regarding UMS Credit card processor
05/14/13	P. Tomasco	0.1	57.50	Email correspondence to J. Wertz regarding following up with processor to facilitate continued processing of credit card receipts
05/14/13	P. Tomasco	0.1	57.50	Follow up communications with client regarding results of call to UMS
05/15/13	P. Tomasco	0.2	115.00	Review status of credit card processing issues and coordinate motion to permit automatic drafting of account for chargebacks
05/16/13	P. Tomasco	0.4	230.00	Coordinate expedited consideration of credit card processing motion and revisions thereto
05/17/13	P. Tomasco	0.2	115.00	Review letter response from AT&T regarding stay violation
05/17/13	P. Tomasco	0.1	57.50	Email correspondence with counsel for AT&T regarding receipt of letter regarding stay violation.

Reference No.:		Invoice No: 1322233
142851-00001-PBT2	Page 22	Invoice Date: 06/11/13

05/17/13	P. Tomasco	0.1	57.50	Forward correspondence received from AT&T regarding stay violation to Committee for review and comment.
05/17/13	P. Tomasco	0.4	230.00	Coordinate drafting of motion for sanctions and distinguishing cases
05/18/13	J. Wertz	3.2	912.00	Review correspondence from AT&T concerning issues related to interconnection agreement (.1); Review cases cited by AT&T in correspondence and research automatic stay issues with respect to interconnection agreements (1.1); draft Motion to Compel Performance by AT&T of interconnection agreement and for sanctions for violation of automatic stay (2.0).
05/20/13	J. Wertz	1.5	427.50	Draft Motion to Compel AT&T to continue to perform under executory contract (1.4); conference with P. Tomasco concerning additional case law support (.1)
Total Relief from Stay Proceedings		6.8	\$ 2,547.00	

Total Fee: \$79,521.50

EXHIBIT "B"

**EXPENSE BY TYPE
MAY 1, 2013 THROUGH MAY 31, 2013**

Expenses:

Certified Mail	19.39
Copying Expense	7,176.20
Postage	2,544.86
Research Services	4,141.22
VENDOR: Patty Tomasco;	30.00

INVOICE#: ER166976; DATE:
5/21/2013 - Hearing transcript
from Exceptional Reporting
Services, Inc.; invoice # 39724

Total Expenses

13,911.67

EXHIBIT "C"

**SECOND FEE REQUEST
MAY 1, 2013 THROUGH MAY 31, 2013**

Invoice No.	Fees	Expenses	Description
		\$13,911.67	General Bankruptcy
1329815	\$ 8,685.00		Asset Analysis and Recovery
1329815	\$ 37,359.00		Asset Disposition
1329815	\$ 114.50		Business Operations
1329815	\$ 20,773.00		Case Administration
1329815	\$ 2,090.50		Claims Administration and Objections
1329815	\$ 57.50		Employee Benefits/Pensions
1329815	\$ 1,265.00		Fee/Employment Applications
1329815	\$ 1,265.00		Fee/Employment Objections
1329815	\$ 5,060.00		Financing
1329815	\$ 543.00		Meetings of Creditors
1329815	\$ 799.00		Plan and Disclosure Statement
1329815	\$ 2,547.00		Relief from Stay Proceedings
Totals	\$79,521.50	\$13,911.67	
20% Fee Holdback	(\$15,904.30)		
80% of Fees	\$63,617.20		
Plus Expenses	\$13,911.67		
Requested Amount	\$77,528.87		