

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 § JOINTLY ADMINISTERED UNDER
AUSTIN, TEXAS 78730 § CASE NO. 13-10570-TMD

QSI CONSULTING, INC.'S SECOND FEE REQUEST FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM JULY 1, 2013 THROUGH AND INCLUDING JULY 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.

QSI Consulting, Inc. ("QSI") has applied, pursuant to the *Order Granting*

Debtors' Motion for Order Establishing Monthly Fee and Expense Reimbursement Procedures

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COMMISSION CLERK

(the “Procedures Order”) entered by this Court on May 15, 2013 (Docket Entry No. 186), for payment to QSI of interim compensation for services rendered and reimbursement of expenses incurred during the period commencing July 1, 2013 through July 31, 2013.¹

QSI seeks payment of interim compensation in the total amount of \$2,236.67.

This total is 80% of the fees for services rendered. QSI incurred no expenses during this time period. Summaries of the fees are attached hereto as Exhibit A.

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 parties within ten (10) days after the date of mailing this notice:

- (a) UPH Holdings, Inc./Pac-West Telecomm, Inc./Tex-Link Communications, Inc./UniPoint Services, Inc./nWire, LLC/Peering Partners Communications, Inc., 6500 River Place Bldg., 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, New York 10178 (Attn: Kristin Elliott, kelliott@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).

¹ On July 26, 2013, the Court entered an order authorizing the Committee’s retention of QSI nunc pro tunc to May 31, 2013. (Docket Entry No. 455).

If an objection is timely filed and served, the Debtors will pay QSI 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,

By: /s/ Craig A. Wolfe

Craig A. Wolfe (admitted *pro hac vice*)

Kristin S. Elliott (admitted *pro hac vice*)

KELLEY DRYE & WARREN LLP

101 Park Avenue

New York, New York 10178

Tel: (212) 808-7800

Fax: (212) 808-7897

*Counsel for the Official Committee of Unsecured
Creditors of UPH Holdings, Inc., et al.*

CERTIFICATE OF SERVICE

This will certify that on the 8th day of August, 2013, I served a true and correct copy of the foregoing pleading, 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/ Catherine L. Thompson
Catherine L. Thompson

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
PO Box 364300
Las Vegas, NV 89133-6430

Cox Communications
1550 W. Deer Valley Rd.
Phoenix, AZ 85027

CenturyLink
PO Box 2961
Phoenix, AZ 85062-2961

Frontier
PO Box 92713
Rochester, NY 14692-0000

Cogent Communications
PO 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
PO 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 McInterny
624 S. Grand Avenue
Suite 2435
Los Angeles, CA 90017

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

Pac Bell
PO 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
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Pilot Communications
PO Box 77766
Stockton, CA 95267-1066

Jason S. Brookner
Looper Reed & McGraw P.C.
1601 Elm Street, Suite 4600
Dallas, TX 75201

Dun & Bradstreet
c/o Ronald Rowland
307 International Circle, Ste 270
Hunt Valley, MD 21030

Valerie Wenger
US Trustee
903 San Jacinto Blvd., Room 230
Austin, TX 78701

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

Stuart Komrower
Illana Volkov
Cole, Schotz, Meisel, Forman &
Leonard, PA
25 Main Street
Hackensack, NJ 07601

Leslie E. Trout
Director of Finance and
Administration
Ater Wynne LLP
1331 NW Lovejoy Street, Suite
900
Portland, OR 97209

Arthur A. Steward
William A. Frazell
Assistant Attorneys General
Bankruptcy & Collections
Division
PO Box 12548
Austin, TX 78711-2548

United States Attorney
816 Congress Avenue, Suite 1000
Austin, TX 78701

United States Attorney General
Department of Justice
950 Pennsylvania Avenue NW
Washington, DC 20530

Texas Comptroller of Public
Accounts
Revenue Accounting Division –
Bankruptcy Section
PO Box 13528
Austin, TX 78711

Texas Workforce Commission
TEC Building – Bankruptcy
101 East 15th Street
Austin, TX 78778

Elizabeth Weller
Linebarger Goggan Blair &
Sampson LLP
2323 Bryan Street, Suite 1600
Dallas, TX 75201

James V. Hoeffner
Graves, Dougherty, Hearon
Moody PC
401 Congress Avenue, Suite
2200
Austin, Texas 78701

James Ruiz
Andrew J. Schumaker
Winstead P.C.
401 Congress Avenue, Suite 2100
Austin, Texas 78701

Hercules Technology II, LP
31 St. James Avenue, Suite 790
Boston, MA 02116

Hercules Technology Growth
Capital, Inc.,
31 St. James Avenue, Suite 790
Boston, MA 02116

Charles E. Richardson, III, Esq.
Vice President and General Counsel
Momentum Telecom
2700 Corporate Drive, Suite 200
Birmingham, AL 35242

Kelly M. Crawford, Esq.
Peter C. Lewis, Esq.
Scheef & Stone, L.L.P.
500 N. Akard, 27th Floor
Dallas, TX 75201

Patty Tomasco
Jennifer Wertz
Jackson Walker L.L.P.
100 Congress Avenue, Suite
100
Austin, TX 78701

A. Kenneth Hennesay
Allen Matkins
1900 Main Street, 5th Floor
Irvine, CA 92614-7321

Melissa A. Haselden
Hoover Slovacek LLP
5847 San Felipe, Suite 2200
Houston, TX 77057

Kurt F. Gwynne
Reed Smith
1201 N. Market Street, Suite
1500
Wilmington, DE 19801

Mitchell W. Katz
1801 California Street, 9th Floor
Denver, CO 80202

David F. Brown
Ewell Bickham & Brown LLP
111 Congress Avenue, Suite 400
Austin, TX 78701

Linda Boyle, Esq.
TW Telecom, Inc.
10475 Park Meadows Drive
#400
Littleton, CO 80124

Timothy Bortz
Commonwealth of Pennsylvania
Dept. of Labor and Industry
Reading Bankruptcy & Compliance
Unit
625 Cherry Street, Room 203
Reading, PA 19602-1152

Philip G. Eisenberg
W. Steven Bryant
Locke Lord LLP
600 Travis Street, Suite 2800
Houston, TX 77702

John Dillman
Attorney in Charge for Taxing
Authority
Linebarger Goggan Blair &
Sampson, LLP
PO Box 3064
Houston, TX 77253-3064

IBM Corporation
Bankruptcy Coordinator
Roger Laviolette
275 Viger East, Suite 400
Montreal, QC H2X 3R7
Canada

Richard E. Mikels
Mintz Levin Cohn Ferris Glovsky
and Popeo, PC
One Financial Center
Boston, MA 02111

Joseph R. Dunn
Mintz Levin Cohn Ferris
Glovsky and Popeo, PC
3580 Carmel Mountain Road.,
Suite 300
San Diego, CA 92130

Kate P. Foley
Christine E. Devine
Mirick O'Connell DeMallie & Lougee
1800 West Park Drive, Suite 400
Westborough, MA 01581

Kay D. Brock
Travis County Attorney's Office
PO Box 1748
Austin, TX 78767-1748

Boxer F2, LP
c/o Tracy Fink
720 N. Post Oak Blvd., Suite
500
Houston, TX 77024

Courtney Harris
Aldine ISD
14910 Aldine-Westfield Rd.
Houston, TX 77032

David Aelvoet
Linebarger Goggan Blair &
Sampson
711 Navarro Street, Suite 300
San Antonio, TX 78205

Laura Garfinkel
CABS Billing Division
GSAssociates
5400 Laurel Springs Parkway,
Suite 404
Suwanee, GA 30024

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, TX 78730

EXHIBIT A

Time and Expense Records

QSI Consulting, Inc.

QSI Consulting, Inc.
 2977 Highway K
 Box No. 304
 O'Fallon, MO 63368-7862

(636)272-4127
 mstarkey@qsiconsulting.com



Invoice

Date	Invoice #
07/31/2013	130706
Due Date	
08/30/2013	

Bill To
 258 - Creditor Committee
 258 - UPH Creditor Committee

Date	Activity	Quantity	Rate	Amount
07/03/2013	258.101 - AR Review & Analysis 07/03/2013 Call with Kristin Elliott and Craig Wolf regarding action items for Phase II of reviewed - Warren R. Fischer	1:00	250.00	250.00
07/05/2013	07/05/2013 Reviewed - Warren R. Fischer	0:30	250.00	125.00
07/08/2013	07/08/2013 Attend Committee Call - Michael T. Starkey	0:20	280.00	93.33
07/08/2013	Reviewed APA attached to Notice of Stalking Horse Bidder; participated on conference call with unsecured creditors committee on bids received and auction to be held on July 10, 2013; notified counsel - Warren R. Fischer	1:30	250.00	375.00
	07/12/2013 Continue to the next page			

Date	Activity	Quantity	Rate	Amount
07/12/2013	Participated in call with the unsecured creditors and counsel regarding status of the auction and next steps in the sale process; follow-up call with Kristin Elliott on next steps call with Mike Starkey to brief him on the important issues from the status call. - Warren R. Fischer	1:30	250.00	375.00
07/15/2013	07/15/2013 Accessed the UPH data room to review	0:45	250.00	187.50
07/15/2013	participated in the status call on the sale process and negotiations with Hercules (0.50). - Warren R. Fischer Attend Committee conf. call, discussion sale, - Michael T. Starkey	0:30	280.00	140.00
07/26/2013	07/26/2013 Call with counsel and the unsecured creditors committee to discuss the court hearing to approve the sale. - Warren R. Fischer SUBTOTAL - 258.101 - AR Review & Analysis = \$1,670.83	0:30	250.00	125.00
07/16/2013	258.102 - Sales Related Analysis 07/16/2013 Reviewed the drafted participated in the conference call on the status of negotiations with Hercules (0.25). - Warren R. Fischer SUBTOTAL - 258.102 - Sales Related Analysis = \$1,125.00	4:30	250.00	1,125.00
			Total	\$2,795.83