

COPY

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

FILED OCT 01, 2013
DOCUMENT NO. 05857-13
FPSC - COMMISSION CLERK

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

APPLICATION OF Q ADVISORS LLC, FINANCIAL ADVISORS TO THE DEBTORS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM APRIL 5, 2013 TO AUGUST 30, 2013

Name of applicant:	Q Advisors LLC
Authorized to provide professional services to:	Debtors
Date of retention:	May 9, 2013 <i>nunc pro tunc</i> April 5, 2013
Period for which compensation and/or reimbursement is sought:	April 5, 2013 to August 30, 2013
Amount of compensation sought as actual, reasonable, and necessary:	\$ 375,000.00

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Amount of expenses sought as actual, reasonable, and necessary: \$ 9,455.06

Total compensation and expense reimbursement requested: \$ 384,455.06

Less: amounts paid to date: (\$ 98,237.74)

Net amount of compensation requested: \$ 286,217.32

CUMULATIVE COMPENSATION SUMMARY BY PROFESSIONAL

Name of Professional Person	Position of the Applicant and Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Michael Quinn	Partner	-	236.0	-
Andy Monroe	Vice President	-	318.5	-
Elizabeth Crane	General Counsel	-	16.5	-
Cameron Dawkins	Analyst	-	299.5	-
TOTALS			870.5	\$ 375,000

CUMULATIVE COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Data Room Setup & Maintenance	25.5	-
Due Diligence	147.0	-
Financial Analysis / Modeling	35.5	-
Site Visits	30.0	-
Research / Review of Prospective Purchasers	14.0	-
Preparation of Offering Materials	112.5	-
Marketing	91.5	-
Transaction Negotiations	221.0	-
Testimony & Court Proceedings	27.0	-
Conference Calls / Strategy Meetings	146.0	-
Legal / Fee Statement Preparation	20.5	-
TOTAL	870.5	\$ 375,000

CUMULATIVE EXPENSE SUMMARY

Expense Category	Total Expenses
Airfare	4,024.11
Auto, Taxi, Parking	1,158.27
Data Room	178.20
Lodging	3,167.32
Meals-Meetings/Travel	362.68
Research	202.22
Telecom (conf calls), Other	362.26
Grand Total Expenses	\$ 9,455.06

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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-	§	
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AUSTIN, TEXAS 78730	§	CASE NO. 13-10570

APPLICATION OF Q ADVISORS LLC, FINANCIAL ADVISORS
TO THE DEBTORS, FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM APRIL 5, 2013 TO AUGUST 30, 2013

THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE
TO YOUR INTERESTS.

IF NO TIMELY RESPONSE IS FILED WITHIN TWENTY-THREE
(23) 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.

TO THE HONORABLE TONY M. DAVIS, U.S. BANKRUPTCY JUDGE:

This Application for compensation and reimbursement of expenses (the "Application") filed by Q Advisors LLC ("Q Advisors") to 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") requesting compensation and reimbursement of expenses for services provided by Q Advisors as financial advisors to the Debtors for the period from April 5, 2013 through August 30, 2013 (the "Compensation Period") as set forth in their engagement letter (the "Engagement Letter"), attached hereto as **Exhibit A**. In support of this Application, Q Advisors represents as follows:

I. JURISDICTION, VENUE, AND BACKGROUND

1. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O). Venue of the Debtors' Chapter 11 case is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. On March 25, 2013 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors continue in possession of their property and management of their business as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108. No trustee, examiner, or committee has yet been appointed in these cases.

3. The Debtors are a group of affiliated entities that provide telecommunication services in a variety of contexts including voice over Internet protocol (“VoIP”), local exchange and enhanced telecommunications, and data services.

4. The Debtors filed voluntary petitions under Chapter 11 of the Bankruptcy Code to enable them to reorganize and streamline their operations.

5. On May 9, 2013, the Court entered its Agreed Order Granting Application to Approve Employment of Q Advisors LLC as Financial Advisors to the Debtors [Docket No. 169] (the “Retention and Compensation Order”), attached hereto as **Exhibit B**.

6. The Order Granting 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 [Dkt. No. 446] filed by Patricia Baron Tomasco for JointAdmin Debtors Pac-West Telecomm, Inc., Peering Partners Communications, LLC, Tex-Link Communications, Inc., UniPoint Enhanced Services, Inc., UniPoint Holdings, Inc., UniPoint Services, Inc., nWire, LLC, Debtor UPH Holdings, Inc. was entered on July 24, 2013.

II. RELIEF REQUESTED

7. Q Advisors submits this Application in accordance with sections 327(a) and 328(a) of the Bankruptcy Code and Rule 2014 and 2016 of the Local Rules of the United States Bankruptcy Court for the Western District of Texas, Austin Division (the

“Local Rules”). All services for which Q Advisors requests compensation were performed for, or on behalf of, the Debtors.

8. In connection with the professional services described below, by this Application, Q Advisors seeks allowance of compensation for professional services rendered to the Debtors during the Compensation Period in the aggregate amount of \$375,000.00 and for reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of \$9,455.06, for a total of \$384,455.06 (the “Total Compensation Amount”). Of this amount, \$98,237.74 has already been paid, resulting in a net amount requested of \$286,217.32.

9. Given the nature and value of the services provided to the Debtors, as described herein, the amounts sought in this Application are fair and reasonable under Section 330 of the Bankruptcy Code.

10. Q Advisors has received no payment and no promises for payment from any source for services rendered in connection with this case. There is no agreement or understanding between Q Advisors and any other party for the sharing of compensation to be received for the services rendered in this case.

III. SUMMARY OF SERVICES RENDERED

11. Q Advisors, in its normal course of business, invoices its clients a flat monthly fee and does not charge by the hour. Thus, Q Advisors does not ordinarily keep time records. However, for the benefit of the Court, Q Advisors is recording summaries of the time spent by professionals during the Compensation Period, and the out-of-pocket expenses incurred for this representation, attached hereto as **Exhibit C**.

12. Q Advisors has acted as the Debtors' investment banker, *nunc pro tunc* to the Petition Date. Q Advisors has performed a broad range of services on the Debtors' behalf, including but not limited to:

- a. Preparing an Offering presentation for use in informing prospective purchasers about the Debtors;
- b. Advising and assisting the Debtors in preparation of a presentation which has been given by management to selected qualified prospective purchasers;
- c. Developing a plan for marketing the Debtors' businesses including the identification of and communication with potential qualified purchasers;
- d. Assisting in the negotiation of the sale transaction for the Debtors' business, including assisting in the drafting of appropriate documentation;
- e. Advising the Debtors and their major creditor constituencies as requested regarding the financial aspects of any proposed transaction;
- f. Maintaining at Debtors' cost a controlled access data room provisioned with due diligence material provided by the Debtors;
- g. Communicating at least weekly the status of its sales efforts including but not limited to a list of all interested parties and the status of discussions with each;
- h. Working with Debtors' counsel as appropriate on any letter of intent or definitive agreement until each and any transaction is completed;
- i. Attending Bankruptcy Court hearings and board of directors meetings as and when required.
- j. Evaluating strategic alternatives as needed to maximize the value of the Debtors;

13. As more fully described in the Engagement Letter, the Debtors are to pay Q Advisors as follows:

- a. a monthly fee of \$20,000 for the first three months of the engagement;

- b. such fee to reduce to \$15,000 per month thereafter;
- c. a transaction fee in the amount equal to 2.75% of a sale/value of up to \$12 million dollars; and
- d. 5.5% of the sale/value of greater than \$12 million dollars.

In the event that a sale transaction is consummated, 100% of the monthly fees paid are to be credited against the transaction fees. In addition, Q Advisors is entitled to a minimum cumulative sales fee of \$375,000.

IV. AMOUNT REQUESTED

14. In connection with the professional services, by this Application, Q Advisors seeks compensation during the Compensation Period in the amount of \$375,000.00 and expense reimbursement of \$9,455.06.

V. THE COURT SHOULD ALLOW Q ADVISOR'S REQUESTED COMPENSATION

15. Section 331 of the Bankruptcy Code allows for compensation of professionals and incorporates the factors cited in section 330 of the Bankruptcy Code to guide the Court's award of such compensation. See 11 U.S.C. § 331. Section 330 sets forth the following criteria:

In determining the amount of reasonable compensation to be awarded to an examiner, trustee under Chapter 11, or professional person, the court should consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the

service was rendered toward the completion of, a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

(E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

16. In this case, Q Advisors submits that services provided and expenses incurred during the Compensation Period were, at the time provided, necessary for and beneficial to the Debtors and their estates. Further, these services and expenses were in the best interests of the Debtors, and the compensation requested is reasonable in light of the nature, extent, and value of such services to the Debtors.

17. *Skills and Experience of Q Advisors' Professionals.* Q Advisors' professionals are highly skilled and experienced practitioners in investment banking and financial advising. Q Advisors' professionals possess the skills necessary to merit the award of the fees requested. Q Advisors has demonstrated the degree of skill required to achieve results on behalf of the Debtors and their estates, and Q Advisors has utilized its professionals efficiently and effectively to meet the Debtors' requirements during the Compensation Period.

18. *Usual and Customary Fees.* All fees charged by Q Advisors in this Case are reasonable and in line with rates charged on similar matters. Further, the rates

charged by Q Advisors are comparable to rates charged by similarly experienced practitioners in Texas involved in cases of similar size and complexity.

19. *Awards in Similar Cases.* As more fully described above, the compensation and expenses sought in this Case are fully warranted in light of the factors discussed herein. Q Advisors' requested fees and expenses are not excessive and are commensurate with compensation sought and ordered in similar cases.

VI. CONCLUSION

20. It is respectfully submitted that the amount requested by Q Advisors is fair and reasonable give (a) the complexity of the issues presented, (b) the time and labor required, (c) the skill necessary to perform the financial advisory services, (d) the preclusion of other employment, and (e) the customary fees charged to clients in bankruptcy and non-bankruptcy situations.

VII. PRAYER

WHEREFORE Q Advisors respectfully requests final payment for services rendered as agreed upon in the Engagement Letter and under the Retention and Compensation Order and to allow such other and further relief as is just and proper.

Dated: September 25, 2013

Respectfully submitted,

STREUSAND, LANDON & OZBURN, LLP

By: /s/ Sabrina L. Streusand
Sabrina L. Streusand
State Bar No. 11701700
811 Barton Springs Rd., Ste. 811
Austin, Texas 78704
(512) 236-9900
(512) 236-9904 – fax
streusand@slollp.com

and

Q ADVISORS LLC

By: 
Michael Quinn
Partner
Q Advisors LLC

CERTIFICATE OF SERVICE

The undersigned certifies that on the 15th day of September, 2013, a true and correct copy of the foregoing document was served by electronic means as listed on the Court's CM/ECF noticing system and/or by facsimile and/or by regular first class mail, postage prepaid, and that the foregoing instrument was served in accordance with Local Rule 9013 and Local Rule 2016(b)(1).

/s/ Sabrina L. Streusand
Sabrina L. Streusand

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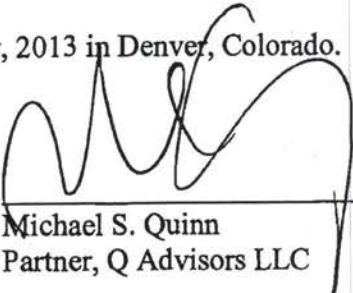
DECLARATION OF MICHAEL S. QUINN

1. My name is Michael S. Quinn, and I am a partner of Q Advisors LLC (“Q Advisors”). I am over 21 years of age, and I am competent to make this declaration.
2. I am authorized to execute this declaration in connection with Q Advisors’ engagement in the above-referenced bankruptcy cases.
3. I have reviewed the foregoing Application of Q Advisors LLC, Financial Advisors to the Debtors, for Compensation and Reimbursement of Expenses for the

Period from April 5, 2013 to August 30, 2013 (the "Application") and the facts set forth therein are true and correct to the best of my knowledge, information and belief.

4. I declare, under penalty of perjury, that the foregoing is true and correct to the best of my knowledge and belief.

Executed this 25th day of September, 2013 in Denver, Colorado.



Michael S. Quinn
Partner, Q Advisors LLC

EXHIBIT A

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ENGAGEMENT LETTER

April 5, 2013

Mr. J. Michael Holloway
President of each of the following Debtors,

UPH Holdings, Inc.
UniPoint Holdings, Inc.
UniPoint Services, Inc.
nWire LLC
UniPoint Enhanced Services, Inc.
Pac-West Telecomm, Inc.
Peering Partners Communications, LLC
Tex-Link Communications, Inc.

5600 River Place Blvd.
Building II, Suite 200
Austin, TX 78730

Dear Mike:

In connection with the Chapter 11 filings of (a) UPH Holdings, Inc., (b) UniPoint Holdings, Inc., (c) UniPoint Services Inc., (d) nWire LLC, (e) UniPoint Enhanced Services, Inc., (f) Pac-West Telecomm, Inc., (g) Peering Partners Communications, LLC, and (h) Tex-Link Communications, Inc. (*Case No. 13-10570 - 10577*) (“collectively, the “Debtors”), I am pleased to confirm the arrangements under which the Debtors will engage Q Advisors LLC (“Q Advisors”) to provide investment banking services on an exclusive basis (the “Services”), to the Debtors in connection with the sale of (X) the Debtors’ telecom businesses (the “Telecom Businesses”), pursuant to a sale of stock or assets under section 363 of the Bankruptcy Code or pursuant to a plan of reorganization (the “Telecom Sale Transaction” and (Y) if not included in the Telecom Sale Transaction, the Debtors’ proprietary software assets and other intellectual property (the “Technology Assets”) under section 363 of the Bankruptcy Code (the “Technology Asset Transaction”) and, together with the Telecom Sale Transaction, the “Transactions”).

1. **Retention.** During the term of our engagement, Q Advisors will provide the Debtors with a range of financial advisory services in connection with the Transactions. More specifically, in connection with the proposed Transactions, Q Advisors will (a) prepare an Offering Presentation or other suitable offering materials for use in informing prospective purchasers about the Debtors, (b) advise and assist the Debtors in preparation of a presentation which will be given by management to selected qualified prospective purchasers, (c) develop a plan for marketing the Telecom Business and the Technology Assets, including the identification and contact of potential qualified purchasers, (d) assist in the negotiation of the Transactions, (e) advise the Debtors and their major creditor constituencies, if

requested, of the financial aspects of any proposed Transaction, (f) maintain at Debtor's cost a controlled access data room provisioned with due diligence material provided by the Debtors at the recommendation of Q Advisors, (g) communicate at least weekly the status of its sales efforts, including but not limited to a list of all interested parties and the status of discusses with each (h) work with legal counsel, as appropriate, on any letter of intent or definitive agreement and until each Transaction is completed, and (i) attend meetings of the Board of Directors of the Debtors and the bankruptcy court when requested.

During the term of this engagement, Q Advisors will serve as the exclusive representative to the Debtors in connection with the Transactions. The Debtors and their respective officers, directors and creditors agree to refer any potential financial and strategic partners to Q Advisors.

The Debtors and the creditors shall have final determination over any information and strategies developed Q Advisors.

2. **Fees and Expenses.**

2.1 **Monthly Fee.** In consideration of the Services rendered to the Debtors under this letter agreement, for each of the first three months of this engagement, the Debtors shall, jointly and severally, pay Q Advisors a monthly fee of \$20,000 for its services in connection with the Transactions, such monthly fee to be reduced to \$15,000 after month three of this engagement ("**Monthly Fee**"). The Monthly Fee shall be payable monthly in advance, with the first Monthly Fee being paid the later of the during the week ending May 17, 2013 or upon entry of an Order by the Bankruptcy Court approving this letter agreement and the retention of Q Advisors on the terms set forth herein. The following month's Monthly Fee will be paid at one month intervals after the first fee. In the event that the Telecom Sale Transaction is consummated, 100% of the Monthly Fees paid shall be credited against the Sale Fee (as defined below).

2.2 **Transaction Fee.** On consummation of the Transactions, the Debtors shall, jointly and severally, pay Q Advisors a cash fee (the "**Sale Fee**") equal to the aggregate pro rata sum of:

- a) 2.75% of the cumulative Transaction Value up to \$12 million; and
- b) 5.5% of the cumulative, incremental Transaction Value greater than \$12 million.

For purposes of this letter agreement, in the context of a Transaction, the term "**Transaction Value**" shall mean the sum of (a) the total amount of cash paid, directly or indirectly, for the assets, business or capital stock of the relevant Debtor and any indebtedness (including assumed existing liabilities or restructured bank debt) but excluding ordinary course liabilities such as accounts payable, accrued expenses and the like of the relevant company or Debtor assumed by the purchaser; (b) any assets, securities, Corporate Earnout (defined below) or other property or rights transferred, directly or indirectly, in payment for the assets, business or stock of the relevant company or Debtor; and (c) the aggregate amount of any dividends or other distributions declared by the relevant company or Debtor with respect to its stock after the date hereof, other than normal recurring cash dividends in amounts not materially greater than currently paid, but (d) excluding the value of any credit bid entered by Hercules Technologies II, LP or its affiliates. "Corporate Earnout" shall be defined as any cash, securities, or other remuneration received by the relevant company or Debtor, its affiliates, or shareholders as a result of the future performance of the relevant company or Debtor or as a result of any non-compete or similar agreements entered into by any stockholders as a result of a Transaction, but excluding compensation resulting from reasonable employment agreements. Notwithstanding anything to the contrary herein, the value of any credit bid by Hercules Technologies II, LP or its affiliates with respect to the Transaction shall be deducted from the Transaction Value.

The Sale Fee, will become payable upon consummation of (a) each Sale Transaction or (b) the acquisition, directly or indirectly, by another person or entity, in a single transaction or series of related transactions, of (i) all or a substantial portion of the assets or business, as the case may be, or (ii) securities representing 50% or more of the total voting power of the Debtor in the election of Directors.

In no event shall the total of all Sales Fees paid be less than \$375,000. In the event that the all Sales Fees paid according to this paragraph total less than \$375,000, the Sales Fee relating to the last Transaction will be increased to reach this \$375,000 minimum cumulative Sales Fee.

2.3 Expense Reimbursement. In addition, whether or not the Transaction closes, the Debtors will reimburse Q Advisors, on a monthly basis, for reasonable out-of-pocket expenses incurred by Q Advisors in connection with this letter agreement. Typically, these expenses may include travel, lodging, telephone and outside services incurred by Q Advisors. All travel domestic travel shall be at economy or economy plus rates. Any individual expense in excess of \$1,200 requires prior approval from Debtor.

3. **Termination.** Services hereunder may be terminated with or without cause by either party at any time on 30 days' written notice and without liability or continuing obligation to the other, except for any compensation earned and expenses incurred by Q Advisors to the date of termination, and except in the case of termination by the Debtors for any reason other than the material breach of this letter agreement by Q Advisors, for Q Advisors' rights under the "tail" provisions described below in this paragraph 3. After termination of Q Advisors' engagement for any reason, Q Advisors will provide the Company with a list of parties with whom Q Advisors has been in contact on the Debtors' behalf. If, within six (6) months following the termination of Q Advisors' engagement, the Debtors close a Transaction with any party who is on the aforementioned list, Q Advisors shall be entitled to the Sale Fees as set forth in paragraph 2.2 of this letter agreement. Notwithstanding any termination of this letter agreement, the numbered paragraphs 2, 3, 5 and 6 of this letter agreement will remain operative regardless of such termination.
4. **Independent Contractor.** Q Advisors will act under this letter agreement as an independent contractor with duties solely to the Debtor, and nothing herein shall be construed as creating any other relationship between the Debtors and Q Advisors hereto including, but not limited to, partnership, agency or joint venture. The relationship between Q Advisors and the Debtors under this letter agreement shall be solely that of consultant and client. The Debtors, their agents, employees, representatives or affiliates shall under no circumstance be deemed agents or representatives of Q Advisors. None of Q Advisors or its agents, employees, representatives or affiliates shall be deemed for any purpose to be employees of the Debtors. Furthermore, it is understood that Q Advisors is being engaged hereunder solely to provide the Services to the Debtors and shall have no duties or liability to any other third party in connection with its engagement hereunder.
5. **General Indemnity.** The Debtor agree, jointly and severally, to indemnify Q Advisors and its members, directors, officers, agents and employees (each, an "Indemnified Party") of and from any losses, actions, claims, damages or liabilities (or actions in respect thereof) resulting from any claim raised by a third party relating to or arising out of the performance of the Services noted hereunder, other than the gross negligence or wilful misconduct by an Indemnified Party, and will reimburse the Indemnified Party hereunder for all expenses (including reasonable attorneys' fees and expenses) reasonably incurred by the Indemnified Party in connection with investigating, preparing or

defending any such action or claim. The Debtors agree that neither Q Advisors nor any Indemnified Party shall have any liability to them for or in connection with this engagement except for any such liability for losses, actions, claims, damages, liabilities or expenses incurred by the Debtors that result primarily from Q Advisors' gross negligence or wilful misconduct. In the event that an indemnifiable claim arises hereunder, the Indemnified Party shall give prompt written notice of the claim to the Debtors and the Debtors shall have the right to assume the defense of such claim provided that there is no conflict of interest between them, on the one hand, and the Indemnified Party on the other hand. The Debtors will not settle any action by a third party against any Indemnified Party relating to this engagement without securing appropriate releases or other protection for such Indemnified Party. No Indemnified Party will settle any action without the consent of the Debtors, which consent shall not be unreasonably withheld.

If the indemnification provided for in the preceding paragraph shall for any reason be unavailable to an otherwise Indemnified Party, then the Debtors shall, in lieu of indemnifying such Indemnified Party, contribute to the amount paid or payable by such Indemnified Party (i) in such proportion as shall be appropriate to reflect the relative benefits received by the Debtors on the one hand and Q Advisors on the other from the engagement or (ii) if the allocation provided by clause (i) is not permitted by applicable law, in such proportion as is appropriate to reflect not only the relative benefits referred to in clause (i) but also the relative fault of the Debtors on the one hand and Q Advisors on the other with respect to the conduct or omission which resulted in a loss, action, claim, damage or liability, or action in respect thereof, as well as any other relevant equitable considerations. The relative benefits received by the Debtors on the one hand and Q Advisors on the other with respect to the relevant Transaction shall be deemed to be in the same proportion as the aggregate consideration or value received by the Debtors in the relevant Transaction (as the same may be reduced by damages incurred as a result thereof) bears to the Sale Fee received by Q Advisors under this letter agreement. Under no circumstances shall Q Advisors or any Indemnified Party be liable for any indirect, consequential, incidental, special, punitive or exemplary damages arising from any losses, actions, claims, damages or liabilities (or actions in respect thereof) resulting from any claim raised by a third party relating to or arising out of the performance of the Services, regardless of whether Q Advisors has been apprised of the likelihood of such damages occurring.

In the event the Debtors request Q Advisors to deliver certain documents and information relating to this engagement via electronic transmissions, the Debtors acknowledge and agree that the privacy and integrity of electronic transmissions cannot be guaranteed due to the possibility that third parties could intercept, view or alter such electronic transmissions. To the extent that any documents or information relating to this engagement are transmitted electronically, the Debtors agree to release Q Advisors from any loss or liability incurred in connection with the electronic transmission of any such documents and information, including the unauthorized interception, alteration or fraudulent generation and transmission of electronic transmissions by third parties. Under no circumstances shall Q Advisors be liable for any ordinary, direct, indirect, consequential, incidental, special, punitive or exemplary damages arising out of the foregoing, regardless of whether Q Advisors has been apprised of the likelihood of such damages occurring.

- 6. Reliance on Information; Confidentiality.** The Debtors understand and confirm (a) that Q Advisors will be using and relying on data, material and information about the Debtor furnished to Q Advisors by the Debtors, their employees and representatives and (b) that Q Advisors does not assume responsibility for independently verifying such information. The Debtors hereby represent and warrant to Q Advisors that the information furnished by them for the purposes contemplated by this letter agreement will not contain any untrue statement of a material fact or omit to state any material fact necessary to make statements therein not misleading.

Any advice or opinions provided by Q Advisors may not be disclosed or referred to publicly or to any third party except in accordance with Q Advisors' prior written consent, which shall not be unreasonably withheld or denied, or as required by law or regulation. Q Advisors acknowledges that all information about the Debtor, their business, operations and customers that Q Advisors and its representatives learn in any way and from any source as a result of this letter agreement constitutes a trade secret, or is confidential or proprietary to the Debtors ("Confidential Information"). Q Advisors shall receive and hold such Confidential Information in confidence, shall hold the same in trust, shall not disclose or furnish the same to any third party without the Debtors' prior written consent, and shall not use the same for any purpose other than the performance of its obligations under this letter agreement or otherwise in direct connection with the operation of this letter agreement.

7. **Notices.** Notice given pursuant to any of the provisions of this letter agreement shall be in writing and shall be sent by overnight delivery by an internationally recognized delivery company or hand-delivered (i) to the Debtors c/o the address set forth above, to the attention of Mr. Mike Holloway, and (ii) to Q Advisors at 1899 Wynkoop Street, Ste. 200, Denver Colorado 80202, Attention: Mr. Michael Quinn. Parties may change the foregoing addresses by prior written notice to the other party.
8. **Construction.** This letter agreement shall be governed by and construed in accordance with the laws of the State of Texas as applied to contracts made and performed in such State, exclusive of Texas' choice of law provisions.
9. **Severability.** Any determination that any provision of this letter agreement may be, or is, unenforceable shall not affect the enforceability of the remainder of this letter agreement.
10. **Headings.** The paragraph headings in this letter agreement have been inserted as a matter of convenience of reference and are not part of this letter agreement.
11. **Counterparts.** This letter agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument. This letter agreement may be executed by facsimile.
12. **Third Party Beneficiaries.** This letter agreement has been and is made solely for the benefit of the Debtors and Q Advisors and their respective successors and permitted assigns, and no other person shall acquire or have any right under or by virtue of this letter agreement.
13. **Modification.** This letter agreement may not be modified or amended except in writing, duly executed by the parties hereto.
14. **Announcements.** It is understood that if any Transaction is completed, Q Advisors will be entitled, at its expense, to place an announcement in such publications and mailings as Q Advisors desires, stating that Q Advisors has acted as financial advisor to the Debtors in connection with the Transactions.
15. **Effectiveness: Bankruptcy Court Approval.** This engagement letter is subject to approval by the Bankruptcy Court and shall become effective upon entry of an Order by the Bankruptcy Court approving the same. The Debtor shall file a motion for approval of this engagement letter promptly after it is executed so that it may be scheduled for the earliest hearing date possible.

If the terms of our engagement as set forth in this letter are satisfactory, kindly sign the enclosed copy of this letter agreement and return it to us. We look forward to working with the Debtor on this assignment.

Very truly yours,

Q ADVISORS LLC, a Colorado limited liability company

By: Q Consulting & Advisors Inc., Manager



By: _____

Michael S. Quinn President

Accepted:

UPH HOLDINGS, INC.

By: 

Name: JAMES HOLLOWAY

4/8/13 CEO

UNIPOINT HOLDINGS, INC.

Title: CEO

Date: 4/8/13

UNIPOINT SERVICES, INC.

Title: PRESIDENT

Date: 4/8/13

nWIRE LLC

Title: PRESIDENT

Date: 4/8/13



UNIPOINT ENHANCED SERVICES, INC.

Title: PROSIDENT

Date: 4/8/13

PAC-WEST TELECOMM, INC.

Title: PROSIDENT

Date: 4/8/13

PEERING PARTNERS COMMUNICATIONS, LLC.

Title: PROSIDENT

Date: 4/8/13

TEX-LINK COMMUNICATIONS, INC.

Title: PROSIDENT

Date: 4/8/13

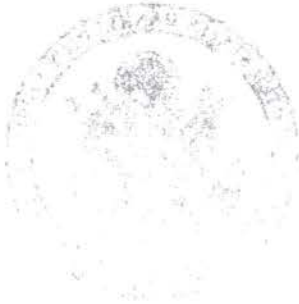


EXHIBIT B

[Handwritten signature]

JOHN M. DAVIS

UNITED STATES BANKRUPTCY COURT

IN RE: [Illegible text]

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[Illegible text]

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IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: May 09, 2013.

TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE

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

AGREED ORDER GRANTING APPLICATION TO APPROVE EMPLOYMENT OF Q ADVISORS, LLC AS FINANCIAL ADVISORS TO THE DEBTORS

CAME ON FOR CONSIDERATION the Application to Approve Employment of Q Advisors, LLC as Financial Advisors to the Debtors (the "Application") filed by 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") ("Debtors"), and the Limited Objection to Application to Approve Employment of Q Advisors to the Debtors ("Objection") [Dckt. 129] filed by the U.S. Trustee. The Court, having reviewed (i) the Application, (ii) the Affidavit of Michael S. Quinn, President of Q Advisors, LLC attached to the Application as Exhibit "A, and the Objection, and the Court finding that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, that the Application was filed and served on April 11, 2013, and, that this is a core proceeding pursuant to 28 U.S.C. § 157(b), and good and sufficient cause appearing therefore; it is hereby

ORDERED ADJUDGED and DECREED that pursuant to § 328 of the Bankruptcy Code, the Debtors shall be, and are hereby, authorized to employ Q Advisors, LLC as financial advisors, *nunc pro tunc* to April 5, 2013, upon the terms and conditions set forth in the Application; it is further

ORDERED Q Advisors, LLC shall be compensated in accordance with the procedures set forth in §§ 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the guidelines promulgated by the Office of the United States Trustee, and the local rules and orders of this Court, provided that such compensation is an authorized use of cash collateral and such further procedures as may be fixed by order of this Court.

###

Order prepared and is being submitted by:

By: /s/ Jennifer F. Wertz

Jackson Walker, L.L.P.
Patricia B. Tomasco
State Bar No. 01797600
Jennifer F. Wertz
State Bar No. 24072822
100 Congress Avenue, Suite 1100
Austin, Texas 78701
(512) 236-2000 – telephone
(512) 236-2002 – facsimile
ptomasco@jw.com
jwertz@jw.com

By: /s/ Valerie Wenger

Office of the United States Trustee
Valerie Wenger
903 San Jacinto Blvd., Room 203
Austin, Texas 78701
(512) 916-5315 – telephone
(512) 915-5331 – facsimile
valerie.l.wenger@usdoj.gov

First Application
 Grant Points
 2 Awards

EXHIBIT C

1	1000000	Monthly Fee: July 2013
2	1000000	Monthly Fee: August 2013
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Q Advisors LLC

Client: PointOne

Final Application

Fee Calculation and Summary of Out-of-Pocket Expenses

Fee Period: April 5, 2013 - August 30, 2013

Fee Calculation	
Description	Amount
Monthly Fees: April 10 - April 30, 2013	\$ 14,000.00 ⁽¹⁾
Monthly Fees: May 1 - May 31, 2013	\$ 20,000.00
Monthly Fees: June 1 - June 30, 2013	\$ 20,000.00
Monthly Fees: July 1 - July 31, 2013	\$ 16,500.00 ⁽²⁾
Monthly Fees: August 1 - August 31, 2013	\$ 15,000.00
Net Transaction Fee (see below)	\$ 289,500.00
Total Fee	\$ 375,000.00

Net Transaction Fee Calculation	
Transaction Fee	\$ 375,000.00
Less: Monthly Fees earned April - August	\$ (85,500.00)
Net Transaction Fee	\$ 289,500.00 ⁽³⁾

Summary of Out-of-Pocket Expenses ⁽⁴⁾	
Category	Amount
Airfare	\$ 4,024.11
Auto, Taxi, Parking	\$ 1,158.27
Data Room	\$ 178.20
Lodging	\$ 3,167.32
Meals	\$ 362.68
Research	\$ 202.22
Telecom, Other	\$ 362.26
Total Incurred	\$ 9,455.06 ⁽⁵⁾

⁽¹⁾ Q Advisors was retained pursuant to the terms of its Engagement Letter dated April 5, 2013 (the "Engagement Letter"). This amount reflects a pro-rated professional fee for the 21-day period from April 10, 2013 through April 30, 2013 [$\$20,000/30 \times 21 = \$14,000$].

⁽²⁾ Terms of the Engagement Letter call for a fee of \$20,000 per month for the first three months, then \$15,000 per month thereafter. This amount reflects a pro-rated fee for July, as follows: \$6,000 for the first nine days (balance from the first partial month) plus [$\$15,000/31 \times 22 = \$10,500$].

⁽³⁾ Terms of the Engagement Letter call for a minimum Transaction Fee of \$375,000, against which the Monthly Fees paid will be credited.

⁽⁴⁾ Additional expense detail will be furnished upon request.

⁽⁵⁾ Expense items incurred but not yet processed will be invoiced to client at a later date.

Q Advisors LLC
 Client: PointOne
 Final Application
 Summary of Out-of-Pocket Expenses by Month
 Fee Period: April 5, 2013 - August 30, 2013

Summary of Out-of-Pocket Expenses ⁽¹⁾

Category	April	May	June	July	August	Total
Airfare	\$ 169.00	\$ -	\$ 2,355.11	\$ 1,500.00	\$ -	\$ 4,024.11
Auto, Taxi, Parking	\$ 182.10	\$ -	\$ 654.35	\$ 321.82	\$ -	\$ 1,158.27
Data Room	\$ 35.15	\$ 35.15	\$ 58.05	\$ 49.85	\$ -	\$ 178.20
Lodging	\$ 373.80	\$ -	\$ 1,915.60	\$ 877.92	\$ -	\$ 3,167.32
Meals	\$ 51.08	\$ -	\$ 208.55	\$ 103.05	\$ -	\$ 362.68
Research	\$ 29.37	\$ 172.85	\$ -	\$ -	\$ -	\$ 202.22
Telecom, Other	\$ 5.39	\$ 26.85	\$ 289.06	\$ 40.96	\$ -	\$ 362.26
Total	\$ 845.89	\$ 234.85	\$ 5,480.72	\$ 2,893.60	\$ -	\$ 9,455.06

(1) Additional expense detail will be furnished upon request.

Q Advisors LLC

Client: PointOne

Final Application

Expense Breakdown by Category for April 2013

Fee Period: April 5, 2013 - August 30, 2013

Expense Breakdown for Category:		Airfare		
Date Incurred	Description	City	Amount	Incurred by
04/25/13	Airfare to Austin (split w/other client)	Denver, CO	\$ 169.00	M. Quinn
Total			\$ 169.00	

Expense Breakdown for Category:		Auto, Parking, Taxi		
Date Incurred	Description	City	Amount	Incurred by
04/25/13	Parking at airport	Denver, CO	\$ 22.00	A. Monroe
04/25/13	Taxi-hotel to client	Austin, TX	\$ 68.00	A. Monroe, M. Quinn
04/25/13	Parking at airport	Denver, CO	\$ 21.00	M. Quinn
04/25/13	Taxi-client to airport	Austin, TX	\$ 71.10	M. Quinn, A. Monroe
Total			\$ 182.10	

Expense Breakdown for Category:		Data Room		
Date Incurred	Description	City	Amount	Incurred by
04/30/13	Data room	Denver, CO	\$ 35.15	C. Dawkins
Total			\$ 35.15	

Expense Breakdown for Category:		Lodging		
Date Incurred	Description	City	Amount	Incurred by
04/25/13	Hotel in Austin	Austin, TX	\$ 179.37	M. Quinn
04/25/13	Hotel in Austin	Austin, TX	\$ 194.43	A. Monroe
Total			\$ 373.80	

Q Advisors LLC
 Client: PointOne
 Final Application
 Expense Breakdown by Category for April 2013
 Fee Period: April 5, 2013 - August 30, 2013

Expense Breakdown for Category:		Meals		
Date Incurred	Description	City	Amount	Incurred by
04/29/13	After hours dinner	Denver, CO	\$ 7.50	C. Dawkins
04/25/13	Meal while traveling	Austin, TX	\$ 7.45	A. Monroe
04/25/13	Meal while traveling	Austin, TX	\$ 32.15	M. Quinn, A. Monroe, Counsel
04/25/13	Meal while traveling	Austin, TX	\$ 3.98	M. Quinn
Total			\$ 51.08	

Expense Breakdown for Category:		Research		
Date Incurred	Description	City	Amount	Incurred by
04/30/13	CapIQ database usage	Denver, CO	\$ 29.37	Various
Total			\$ 29.37	

Expense Breakdown for Category:		Telecom, Other		
Date Incurred	Description	City	Amount	Incurred by
04/30/13	Conference calls	Denver, CO	\$ 5.39	Various
Total			\$ 5.39	

Q Advisors LLC
 Client: PointOne
 Final Application
 Expense Breakdown by Category for May 2013
 Fee Period: April 5, 2013 - August 30, 2013

Expense Breakdown for Category:		Data Room		
Date Incurred	Description	City	Amount	Incurred by
05/08/13	Data room	Denver, CO	\$ 35.15	C. Dawkins
Total			\$ 35.15	

Expense Breakdown for Category:		Research		
Date Incurred	Description	City	Amount	Incurred by
05/30/13	CapIQ database usage	Denver, CO	\$ 172.85	Various
Total			\$ 172.85	

Expense Breakdown for Category:		Telecom, Other		
Date Incurred	Description	City	Amount	Incurred by
05/30/13	Conference calls	Denver, CO	\$ 26.85	Various
Total			\$ 26.85	

Q Advisors LLC
Client: PointOne
Final Application

Expense Breakdown by Category for June 2013
Fee Period: April 5, 2013 - August 30, 2013

Expense Breakdown for Category:		Airfare		
Date Incurred	Description	City	Amount	Incurred by
06/26/13	Airfare to Austin	Denver, CO	\$ 595.80	C. Dawkins
06/04/13	Airfare to Austin	Denver, CO	\$ 491.80	C. Dawkins
06/17/13	Airfare to Austin	Denver, CO	\$ 441.81	C. Dawkins
06/26/13	Airfare to Austin	Denver, CO	\$ 441.80	A. Monroe
06/19/13	Airfare to Austin	Denver, CO	\$ 383.90	M. Quinn
Total			\$ 2,355.11	

Expense Breakdown for Category:		Auto, Parking, Taxi		
Date Incurred	Description	City	Amount	Incurred by
06/20/13	Parking at airport (06/17-06/20)	Denver, CO	\$ 75.00	C. Dawkins
06/27/13	Parking at airport (06/26-06/27)	Denver, CO	\$ 44.00	C. Dawkins
06/26/13	Taxi-airport to client	Austin, TX	\$ 33.90	C. Dawkins
06/07/13	Parking at airport (06/04-06/07)	Denver, CO	\$ 69.00	C. Dawkins
06/05/13	Taxi-airport to hotel	Austin, TX	\$ 40.00	C. Dawkins
06/07/13	Taxi-hotel to airport	Austin, TX	\$ 39.60	C. Dawkins
06/05/13	Taxi-hotel to client	Austin, TX	\$ 30.00	C. Dawkins
06/07/13	Mileage-home to airport (RT)	Denver, CO	\$ 27.80	C. Dawkins
06/20/13	Mileage-home to airport (RT)	Denver, CO	\$ 27.80	C. Dawkins
06/27/13	Mileage-home to airport (RT)	Denver, CO	\$ 27.80	C. Dawkins
06/27/13	Gas for rental car	Austin, TX	\$ 11.81	A. Monroe
06/27/13	Rental car	Austin, TX	\$ 79.18	A. Monroe
06/27/13	Parking at airport (06/26-06/27)	Austin, TX	\$ 29.00	A. Monroe
06/27/13	Parking at courthouse	Austin, TX	\$ 7.00	A. Monroe
06/20/13	Parking at meeting	Austin, TX	\$ 5.00	A. Monroe
06/20/13	Parking at airport	Denver, CO	\$ 14.00	A. Monroe
06/20/13	Parking at airport	Denver, CO	\$ 23.46	M. Quinn
06/19/13	Taxi-airport to hotel	Austin, TX	\$ 35.00	M. Quinn
06/20/13	Taxi-hotel to airport	Austin, TX	\$ 35.00	M. Quinn
Total			\$ 654.35	

Q Advisors LLC
 Client: PointOne
 Final Application
 Expense Breakdown by Category for June 2013
 Fee Period: April 5, 2013 - August 30, 2013

Expense Breakdown for Category:		Data Room		
Date Incurred	Description	City	Amount	Incurred by
06/06/13	Data room	Denver, CO	\$ 44.00	C. Dawkins
06/12/13	Data room	Denver, CO	\$ 14.05	C. Dawkins
Total			\$ 58.05	

Expense Breakdown for Category:		Lodging		
Date Incurred	Description	City	Amount	Incurred by
06/07/13	Hotel in Austin; 06/05-06/06; 2 nts	Austin, TX	\$ 347.76	C. Dawkins
06/20/13	Hotel in Austin; 06/17-06/19; 3 nts	Austin, TX	\$ 615.71	C. Dawkins
06/27/13	Hotel in Austin; 06/26; 1 nt	Austin, TX	\$ 230.46	A. Monroe
06/27/13	Hotel in Austin; 06/26; 1 nt	Austin, TX	\$ 207.46	C. Dawkins
06/19/13	Hotel in Austin; 06/19; 1 nt	Austin, TX	\$ 267.13	A. Monroe
06/19/13	Hotel in Austin; 06/19; 1 nt	Austin, TX	\$ 247.08	M. Quinn
Total			\$ 1,915.60	

Q Advisors LLC
Client: PointOne
Final Application

Expense Breakdown by Category for June 2013
Fee Period: April 5, 2013 - August 30, 2013

Expense Breakdown for Category:		Meals			
Date Incurred	Description	City	Amount	Incurring Party	Incurring Party
06/20/13	Meal while traveling	Austin, TX	\$ 11.85	C. Dawkins	C. Dawkins
06/18/13	Meal while traveling	Austin, TX	\$ 5.95	C. Dawkins	C. Dawkins
06/19/13	Meal while traveling	Austin, TX	\$ 9.66	C. Dawkins	C. Dawkins
06/20/13	Meal while traveling	Austin, TX	\$ 8.04	C. Dawkins	C. Dawkins
06/07/13	Meal while traveling	Austin, TX	\$ 8.64	C. Dawkins	C. Dawkins
06/05/13	Meal while traveling	Austin, TX	\$ 20.00	C. Dawkins	C. Dawkins
06/27/13	Meal while traveling	Austin, TX	\$ 11.58	C. Dawkins	C. Dawkins
06/26/13	Meal while traveling	Austin, TX	\$ 13.31	C. Dawkins	C. Dawkins
06/27/13	Meal while traveling	Austin, TX	\$ 9.75	A. Monroe	A. Monroe
06/27/13	Meal while traveling	Austin, TX	\$ 6.88	A. Monroe	A. Monroe
06/05/13	Meal while traveling (3 people)	Austin, TX	\$ 60.00	Monroe, Dawkins, Quinn	Monroe, Dawkins, Quinn
06/17/13	Meal while traveling	Austin, TX	\$ 13.38	A. Monroe	A. Monroe
06/20/13	Meal while traveling	Austin, TX	\$ 13.90	A. Monroe	A. Monroe
06/19/13	Meal while traveling	Austin, TX	\$ 15.61	M. Quinn	M. Quinn
Total			\$ 208.55		

Expense Breakdown for Category:		Telecom, Other			
Date Incurred	Description	City	Amount	Incurring Party	Incurring Party
06/07/13	Wi-Fi while traveling	Austin, TX	\$ 4.95	C. Dawkins	C. Dawkins
06/09/13	Wi-Fi while traveling	Austin, TX	\$ 7.95	C. Dawkins	C. Dawkins
06/30/13	Conference calls	Denver, CO	\$ 276.16	Various	Various
Total			\$ 289.06		

Q Advisors LLC

Client: PointOne

Final Application

Expense Breakdown by Category for July 2013

Fee Period: April 5, 2013 - August 30, 2013

Expense Breakdown for Category:		Airfare		
Date Incurred	Description	City	Amount	Incurred by
07/09/13	Airfare to Austin	Denver, CO	\$ 585.80	C. Dawkins
07/08/13	Airfare to Austin (split w/other client)	Denver, CO	\$ 261.40	A. Monroe
07/21/13	Airfare to Austin	Denver, CO	\$ 441.80	A. Monroe
07/08/13	Airfare to Austin (split w/other client)	Denver, CO	\$ 211.00	M. Quinn
Total			\$ 1,500.00	

Expense Breakdown for Category:		Auto, Parking, Taxi		
Date Incurred	Description	City	Amount	Incurred by
07/10/13	Parking at airport (07/09-07/10)	Denver, CO	\$ 38.00	C. Dawkins
07/09/13	Taxi-airport to hotel	Austin, TX	\$ 27.49	C. Dawkins
07/10/13	Mileage-home to airport (RT)	Denver, CO	\$ 27.80	C. Dawkins
07/10/13	Rental car	Austin, TX	\$ 88.53	A. Monroe
07/10/13	Parking at airport (07/09-07/10)	Denver, CO	\$ 18.00	A. Monroe
07/22/13	Parking at airport (07/21-07/22)	Denver, CO	\$ 26.00	A. Monroe
07/21/13	Taxi-airport to hotel	Austin, TX	\$ 34.00	A. Monroe
07/22/13	Taxi-courthouse to airport	Austin, TX	\$ 33.00	A. Monroe
07/10/13	Parking at airport (07/09-07/10)	Denver, CO	\$ 29.00	M. Quinn
Total			\$ 321.82	

Expense Breakdown for Category:		Data Room		
Date Incurred	Description	City	Amount	Incurred by
07/04/13	Data room	Denver, CO	\$ 49.85	C. Dawkins
Total			\$ 49.85	

Q Advisors LLC
 Client: PointOne
 Final Application
 Expense Breakdown by Category for July 2013
 Fee Period: April 5, 2013 - August 30, 2013

Expense Breakdown for Category: Lodging				
Date Incurred	Description	City	Amount	Incurred by
07/10/13	Hotel in Austin; 07/09; 1 nt	Austin, TX	\$ 207.46	C. Dawkins
07/22/13	Hotel in Austin; 07/21; 1 nt	Austin, TX	\$ 230.64	A. Monroe
07/10/13	Hotel in Austin; 07/09; 1 nt	Austin, TX	\$ 232.36	A. Monroe
07/10/13	Hotel in Austin; 07/09; 1 nt	Austin, TX	\$ 207.46	M. Quinn
Total			\$ 877.92	

Expense Breakdown for Category: Meals				
Date Incurred	Description	City	Amount	Incurred by
07/09/13	Meal while traveling	Austin, TX	\$ 20.00	C. Dawkins
07/09/13	Meal while traveling	Austin, TX	\$ 8.17	A. Monroe
07/22/13	Meal while traveling	Austin, TX	\$ 8.64	A. Monroe
07/09/13	Meal while traveling (2 people)	Austin, TX	\$ 23.71	Monroe, Quinn
07/10/13	Meal while traveling (3 people)	Austin, TX	\$ 42.53	Monroe, Dawkins, Quinn
Total			\$ 103.05	

Expense Breakdown for Category: Telecom, Other				
Date Incurred	Description	City	Amount	Incurred by
07/31/13	Conference calls	Denver, CO	\$ 40.96	Various
Total			\$ 40.96	

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UPH Holdings
Hourly Tracking Log Summary 2013
April 2013 - August 2013

Name	Title	Apr-13	May-13	Jun-13	Jul-13	Aug-13	TOTAL
Michael Quinn	Partner	46.50	61.00	75.00	42.00	11.50	236.00
Andy Monroe	Vice President	53.00	73.00	113.00	71.50	8.00	318.50
Elizabeth Crane	General Counsel	5.00	2.50	1.00	1.50	6.50	16.50
Cameron Dawkins	Analyst	54.00	75.00	124.50	40.00	6.00	299.50
Total Firm Hours		158.50	211.50	313.50	155.00	32.00	870.50

Project Category	Apr-13	May-13	Jun-13	Jul-13	Aug-13	TOTAL
Data Room Setup & Maint.	1.00	10.50	14.00	0.00	0.00	25.50
Due Diligence	29.50	38.50	62.00	17.00	0.00	147.00
Financial Analysis / Modeling	27.50	5.00	0.00	3.00	0.00	35.50
Site Visits	10.00	0.00	14.00	6.00	0.00	30.00
Research / Review of Prospective Purchasers	11.00	3.00	0.00	0.00	0.00	14.00
Preparation of Offering Materials	65.00	47.50	0.00	0.00	0.00	112.50
Marketing	3.00	19.00	67.00	0.00	2.50	91.50
Transaction Negotiations	0.00	2.00	102.00	98.00	19.00	221.00
Testimony & Court Proceedings	0.00	0.00	5.00	22.00	0.00	27.00
Conference calls / Strategy Meetings	6.50	83.50	48.50	7.50	0.00	146.00
Legal Consultation / Fee Statement Preparation	5.00	2.50	1.00	1.50	10.50	20.50
Total Firm Hours	158.50	211.50	313.50	155.00	32.00	870.50

UPH Holdings

Hourly Tracking Log Summary 2013

Name: Michael Quinn
Firm: Q Advisors
Title: Partner

Total Hours

Name	Title	April	May	June	July	August	Total
Michael Quinn	Partner	46.5	61.0	75.0	42.0	11.5	236.0
Data Room Setup & Maint.		-	-	-	-	-	-
Due Diligence		26.5	10.0	3.5	2.0	-	42.0
Financial Analysis / Modeling		-	-	-	-	-	-
Site Visits		4.0	-	-	-	-	4.0
Research / Review of Prospective Purchasers		4.0	1.0	-	-	-	5.0
Preparation of Offering Materials		12.0	7.5	-	-	-	19.5
Marketing		-	-	12.5	-	2.5	15.0
Transaction Negotiations		-	2.0	46.0	34.5	9.0	91.5
Testimony & Court Proceedings		-	-	-	-	-	-
Conference calls / Strategy Meetings		-	40.5	13.0	5.5	-	59.0
Legal Consultation / Fee Statement Preparation		-	-	-	-	-	-
		46.5	61.0	75.0	42.0	11.5	236.0

UPH Holdings

Hourly Tracking Log Summary 2013

Name: Andy Monroe
Firm: Q Advisors
Title: Vice President

Total Hours

Name	Title	April	May	June	July	August	Total
Andy Monroe	Vice President	53.0	73.0	113.0	71.5	8.0	318.5
Data Room Setup & Maint.		-	-	-	-	-	-
Due Diligence		3.0	22.5	28.0	12.0	-	-
Financial Analysis / Modeling							
Site Visits		6.0	-	-	-	-	-
Research / Review of Prospective Purchasers		-	-	-	-	-	-
Preparation of Offering Materials		40.0	11.0	-	-	-	-
Marketing		3.0	-	15.5	-	-	-
Transaction Negotiations		-	-	48.5	44.5	8.0	-
Testimony & Court Proceedings		-	-	5.0	13.0	-	-
Conference calls / Strategy Meetings		1.0	39.5	16.0	2.0	-	-
Legal Consultation / Fee Statement Preparation		-	-	-	-	-	-
		53.0	73.0	113.0	71.5	8.0	

UPH Holdings

Hourly Tracking Log Summary 2013

Name: Cameron Dawkins
Firm: Q Advisors
Title: Analyst

Total Hours

Name	Title	April	May	June	July	August	Total
Cameron Dawkins	Analyst	54.0	75.0	124.5	40.0	6.0	299.5
Data Room Setup & Maint.		1.0	10.5	14.0	-	-	
Due Diligence		-	6.0	30.5	3.0	-	
Financial Analysis / Modeling		27.5	5.0	-	3.0	-	
Site Visits		-	-	14.0	6.0	-	
Research / Review of Prospective Purchasers		7.0	2.0	-	-	-	
Preparation of Offering Materials		13.0	29.0	-	-	-	
Marketing		-	19.0	39.0	-	-	
Transaction Negotiations		-	-	7.5	19.0	2.0	
Testimony & Court Proceedings		-	-	-	9.0	-	
Conference calls / Strategy Meetings		5.5	3.5	19.5	-	-	
Legal Consultation / Fee Statement Preparation		-	-	-	-	4.0	
		54.0	75.0	124.5	40.0	6.0	

UPH Holdings

Hourly Tracking Log Summary 2013

Name: Elizabeth Crane
Firm: Q Advisors
Title: Counsel

Total Hours

Name	Title	April	May	June	July	August	Total
Elizabeth Crane	Counsel	5.0	2.5	1.0	1.5	6.5	16.5
Data Room Setup & Maint.		-	-	-	-	-	
Due Diligence		-	-	-	-	-	
Financial Analysis / Modeling							
Site Visits		-	-	-	-	-	
Research / Review of Prospective Purchasers		-	-	-	-	-	
Preparation of Offering Materials		-	-	-	-	-	
Marketing		-	-	-	-	-	
Transaction Negotiations		-	-	-	-	-	
Testimony & Court Proceedings		-	-	-	-	-	
Conference calls / Strategy Meetings		-	-	-	-	-	
Legal Consultation / Fee Statement Preparation		5.0	2.5	1.0	1.5	6.5	
		5.0	2.5	1.0	1.5	6.5	

UPH Holdings

Hourly Tracking Log

Name: Michael Quinn
Firm: Q Advisors
Title: Partner

APRIL **Total Hours:** 46.5

Date	Description of work	# of hours	Project Category
4/1/2013			
4/2/2013	Conference calls with Company; Review due diligence information	4.0	Due Diligence
4/3/2013	Due diligence and calls with creditors	2.0	Due Diligence
4/4/2013	Due diligence and preparation of buyer list	2.5	Due Diligence
4/5/2013	Due diligence and preparation of buyer list	2.0	Due Diligence
4/6/2013			
4/7/2013			
4/8/2013	due diligence	2.5	Due Diligence
4/9/2013	due diligence	2.0	Due Diligence
4/10/2013	due diligence; preparation of buyer list	2.0	Due Diligence
4/11/2013			
4/12/2013			
4/13/2013	Outline CIM and work on buyer list and ideas	1.5	Due Diligence
4/14/2013			
4/15/2013			
4/16/2013			
4/17/2013	Due diligence;; calls with creditor committee and counsel	3.0	Due Diligence
4/18/2013			
4/19/2013			
4/20/2013			
4/21/2013			
4/22/2013	Calls with prospective buyers	2.0	Research / Review of Prospective Purchasers
4/23/2013	Calls with prospective buyers	2.0	Research / Review of Prospective Purchasers
4/24/2013	Kick off meetings at Point One	4.0	Site Visits
4/25/2013	Prepare marketing materials for Telastic	4.0	Preparation of Offering Materials
4/26/2013	Prepare marketing materials for Telastic	3.5	Preparation of Offering Materials
4/27/2013			
4/28/2013	Draft Telastic Offering Material	4.5	Preparation of Offering Materials
4/29/2013	Calls with client; prospective buyers	2.5	Due Diligence
4/30/2013	Due diligence	2.5	Due Diligence

UPH Holdings
Hourly Tracking Log

Name: Michael Quinn
Firm: Q Advisors
Title: Partner

MAY Total Hours: 61.0

Date	Description of work	# of hours	Project Category
5/1/2013	Calls with creditors and potential buyers	3.0	Conference calls / Strategy Meetings
5/2/2013	Callss with company and potential buyers	2.5	Conference calls / Strategy Meetings
5/3/2013	calls with potential buyers and creditors;finalize Telastic material	4.0	Conference calls / Strategy Meetings
5/4/2013			
5/5/2013			
5/6/2013	calls with potential buyers and creditors; work on marketing material	3.5	Conference calls / Strategy Meetings
5/7/2013	Workon marketing material; due diligence	3.5	Due Diligence
5/8/2013	Workon marketing material; due diligence	2.5	Due Diligence
5/9/2013	Work on marketing material; Calls to buyers	2.0	Preparation of Offering Materials
5/10/2013	Call with company and creditors;work on marketing material	2.5	Preparation of Offering Materials
5/11/2013			
5/12/2013			
5/13/2013	Calls with telastic buyers; work on marketing material	3.0	Preparation of Offering Materials
5/14/2013	Calls with telastic buyers; work on marketing material	2.0	Conference calls / Strategy Meetings
5/15/2013	Review buyer lists and strategy	1.0	Research / Review of Prospective Purchasers
5/16/2013	Distribute marking material and buyer calls	4.0	Conference calls / Strategy Meetings
5/17/2013	Creditor calls; data room update meetings	3.5	Conference calls / Strategy Meetings
5/18/2013			
5/19/2013			
5/20/2013	Calls with buyers on PO and telastic	3.5	Conference calls / Strategy Meetings
5/21/2013	Meetings in Boston with potential buyers	3.0	Conference calls / Strategy Meetings
5/22/2013	Follow up calls with potential buyers	1.5	Conference calls / Strategy Meetings
5/23/2013	Due Diligence calls with Blue Casa	2.0	Due Diligence
5/24/2013	Calls with creditors and potential buyers	2.0	Conference calls / Strategy Meetings
5/25/2013			
5/26/2013			
5/27/2013			
5/28/2013	Buyer calls; Due Diligence calls	4.0	Conference calls / Strategy Meetings
5/29/2013	Buyer calls; Due Diligence calls	2.0	Due Diligence
5/30/2013	Revev and comment on APA for transaction	2.0	Transaction Negotiations
5/31/2013	Calls with creditors and potential buyers	4.0	Conference calls / Strategy Meetings

UPH Holdings
Hourly Tracking Log

Name: Michael Quinn
Firm: Q Advisors
Title: Partner

JUNE **Total Hours:** 75.0

Date	Description of work	# of hours	Project Category
6/1/2013			
6/2/2013			
6/3/2013	Calls with counsel on APA; Due diligence calls with Hal turner group and Telstra	3.5	Due Diligence
6/4/2013	Calls with potential buyers	2.5	Conference calls / Strategy Meetings
6/5/2013	Meetings at PO with Blue Casa	5.0	Transaction Negotiations
6/6/2013	Continued calls with buyers	2.0	Conference calls / Strategy Meetings
6/7/2013	Continued calls with buyers	1.0	Conference calls / Strategy Meetings
6/8/2013	Send out bid letters; calls with buyers	2.0	Marketing
6/9/2013			
6/10/2013			
6/11/2013			
6/12/2013			
6/13/2013	Marketing; calls with creditors	2.5	Marketing
6/14/2013			
6/15/2013			
6/16/2013			
6/17/2013	Call with creditors; Discussions with Turner Telecom on APA	3.5	Transaction Negotiations
6/18/2013	Meetings in Austin with Onvoy and Blue Casa	10.0	Transaction Negotiations
6/19/2013	Meetings with Blue Casa and Onvoy	8.0	Transaction Negotiations
6/20/2013	Calls with Buyers	4.0	Transaction Negotiations
6/21/2013	Calls with Buyers	3.5	Marketing
6/22/2013	Calls with Creditors and buyers	4.0	Conference calls / Strategy Meetings
6/23/2013			
6/24/2013	Calls with Buyers	4.5	Marketing
6/25/2013	Calls on cure cost; calls with buyers	5.5	Transaction Negotiations
6/26/2013	Calls with Creditors and buyers	3.5	Conference calls / Strategy Meetings
6/27/2013	Calls with ABG and Meeting with O1	5.5	Transaction Negotiations
6/28/2013	Calls on stalking horse bid; transaction negotiations on APA	4.5	Transaction Negotiations
6/29/2013			
6/30/2013			

UPH Holdings

Hourly Tracking Log

Name: Michael Quinn
 Firm: Q Advisors
 Title: Partner

JULY

Total Hours: 42.0

Date	Description of work	# of hours	Project Category
7/1/2013	Internal meetings on APA and stalking horse	1.5	Conference calls / Strategy Meetings
7/2/2013	Negotiations on APA	3.5	Transaction Negotiations
7/3/2013	Negotiate TNCI Blue Casa APA	4.5	Transaction Negotiations
7/4/2013			
7/5/2013	Review data room requests	2.0	Due Diligence
7/6/2013			
7/7/2013			
7/8/2013	At PO for prep meetings and due diligence	5.5	Transaction Negotiations
7/9/2013	At PO for prep meetings and APA negotiations	4.5	Transaction Negotiations
7/10/2013	Auction and work with Blue Casa TNCI	4.5	Transaction Negotiations
7/11/2013	Follow up on Stalking Horse	4.0	Transaction Negotiations
7/12/2013			
7/13/2013			
7/14/2013			
7/15/2013	Conf calls with creditors	2.0	Conference calls / Strategy Meetings
7/16/2013			
7/17/2013			
7/18/2013			
7/19/2013			
7/20/2013			
7/21/2013			
7/22/2013	Conf calls with creditors	2.0	Conference calls / Strategy Meetings
7/23/2013			
7/24/2013			
7/25/2013			
7/26/2013			
7/27/2013			
7/28/2013			
7/29/2013	Work on closign mechanics	2.0	Transaction Negotiations
7/30/2013	Work on closign mechanics	4.0	Transaction Negotiations
7/31/2013	Work on closign mechanics	2.0	Transaction Negotiations

UPH Holdings
 Hourly Tracking Log
 Name: Michael Quinn
 Firm: Q Advisors
 Title: Partner

AUGUST Total Hours: 11.5

Date	Description of work	# of hours	Project Category
8/1/2013	Work on closing mechanics	2.0	Transaction Negotiations
8/2/2013			
8/3/2013			
8/4/2013			
8/5/2013	Review regulatory status and patent sale documents	2.0	Transaction Negotiations
8/6/2013	Calls on patents; prepare marketing memo	2.5	Marketing
8/7/2013			
8/8/2013	Work on closing memo	2.5	Transaction Negotiations
8/9/2013	Work on closing mechanics	1.5	Transaction Negotiations
8/10/2013			
8/11/2013			
8/12/2013			
8/13/2013			
8/14/2013			
8/15/2013			
8/16/2013			
8/17/2013			
8/18/2013			
8/19/2013	Calls with Compton on regulatory issues	1.0	Transaction Negotiations
8/20/2013			
8/21/2013			
8/22/2013			
8/23/2013			
8/24/2013			
8/25/2013			
8/26/2013			
8/27/2013			
8/28/2013			
8/29/2013			
8/30/2013			
8/31/2013			

UPH Holdings
Hourly Tracking Log

Name: Andy Monroe
Firm: Q Advisors
Title: Vice President

APRIL Total Hours: 53.0

Date	Description of work	# of hours	Project Category
4/1/2013			
4/2/2013	Conference call with Company	1.0	Conference calls / Strategy Meetings
4/3/2013			
4/4/2013			
4/5/2013			
4/6/2013			
4/7/2013			
4/8/2013			
4/9/2013	due diligence	2.0	Due Diligence
4/10/2013	due diligence; preparation of buyer list	1.0	Due Diligence
4/11/2013			
4/12/2013	Financial Model/ Results Review	4.0	Preparation of Offering Materials
4/13/2013			
4/14/2013			
4/15/2013			
4/16/2013	Preparation of Marketing Materials	5.0	Preparation of Offering Materials
4/17/2013	Financial Model/ Results Review	4.0	Preparation of Offering Materials
4/18/2013	Preparation of Marketing Materials	5.0	Preparation of Offering Materials
4/19/2013	Preparation of Marketing Materials	5.0	Preparation of Offering Materials
4/20/2013			
4/21/2013			
4/22/2013	Preparation of Marketing Materials	2.0	Preparation of Offering Materials
4/23/2013	Preparation of Marketing Materials	2.0	Preparation of Offering Materials
4/24/2013	Kick off meetings at Point One	6.0	Site Visits
4/25/2013	Kick off meetings at Point One	6.0	Preparation of Offering Materials
4/26/2013	Marketing Materials	4.0	Preparation of Offering Materials
4/27/2013			
4/28/2013			
4/29/2013	Telastic Marketing Material Review	3.0	Preparation of Offering Materials
4/30/2013	Calls with prospective buyers	3.0	Marketing

UPH Holdings
Hourly Tracking Log

Name: Andy Monroe
Firm: Q Advisors
Title: Vice President

MAY **Total Hours:** 73.0

Date	Description of work	# of hours	Project Category
5/1/2013	Calls with creditors and potential buyers	3.0	Conference calls / Strategy Meetings
5/2/2013	Calls with company and potential buyers	2.5	Conference calls / Strategy Meetings
5/3/2013	calls with potential buyers and creditors;finalize Telastic material	4.0	Conference calls / Strategy Meetings
5/4/2013			
5/5/2013			
5/6/2013	Potential Buyers	4.0	Conference calls / Strategy Meetings
5/7/2013	Due Diligence Questions / Continue Preparation	6.0	Due Diligence
5/8/2013	Workon marketing material; due diligence	2.5	Due Diligence
5/9/2013	Due Diligence Questions / Continue Preparation	4.0	Due Diligence
5/10/2013	Update Calls / Review Materials	6.0	Preparation of Offering Materials
5/11/2013			
5/12/2013			
5/13/2013	Due Diligence Questions / Requests	5.0	Preparation of Offering Materials
5/14/2013	Calls with telastic buyers; work on marketing material	2.0	Conference calls / Strategy Meetings
5/15/2013			
5/16/2013	Due Diligence Questions / Requests	6.0	Due Diligence
5/17/2013	Creditor calls; data room update meetings	5.0	Conference calls / Strategy Meetings
5/18/2013			
5/19/2013			
5/20/2013	Calls with buyers on PO and telastic	4.0	Conference calls / Strategy Meetings
5/21/2013			
5/22/2013	Follow up calls with potential buyers	4.0	Conference calls / Strategy Meetings
5/23/2013	Due Diligence calls with Blue Casa	2.0	Due Diligence
5/24/2013	Calls with creditors and potential buyers	3.0	Conference calls / Strategy Meetings
5/25/2013			
5/26/2013			
5/27/2013			
5/28/2013	Buyer calls; Due Diligence calls	4.0	Conference calls / Strategy Meetings
5/29/2013	Buyer calls; Due Diligence calls	2.0	Due Diligence
5/30/2013			
5/31/2013	Calls with creditors and potential buyers	4.0	Conference calls / Strategy Meetings

UPH Holdings

Hourly Tracking Log

Name: Andy Monroe
 Firm: Q Advisors
 Title: Vice President

JUNE

Total Hours: 113.0

Date	Description of work	# of hours	Project Category
6/1/2013			
6/2/2013			
6/3/2013	Calls with counsel on APA; Due diligence calls with Hal turner group and Telstra	4.0	Due Diligence
6/4/2013	Calls with potential buyers	4.0	Conference calls / Strategy Meetings
6/5/2013	Blue Casa Meeting / Investor Meeting	5.0	Transaction Negotiations
6/6/2013	Continued calls with buyers	5.0	Conference calls / Strategy Meetings
6/7/2013	Bid Letter Preparation - Calls	4.0	Marketing
6/8/2013			
6/9/2013			
6/10/2013	Update Committee / Follow Up Discussions	3.0	Conference calls / Strategy Meetings
6/11/2013	Schedule and Due Diligence/Other Preparation	6.0	Due Diligence
6/12/2013	Schedule and Due Diligence/Other Preparation	5.0	Due Diligence
6/13/2013	Marketing; calls with creditors	3.0	Marketing
6/14/2013	Follow UP call - Network Discussion, Onvoy	4.0	Due Diligence
6/15/2013			
6/16/2013			
6/17/2013	Call with creditors; Discussions with Turner Telecom on APA	4.0	Transaction Negotiations
6/18/2013	Meetings in Austin with Onvoy and Blue Casa	10.0	Transaction Negotiations
6/19/2013	Meetings with Blue Casa and Onvoy	8.0	Transaction Negotiations
6/20/2013	Calls with Buyers	4.0	Transaction Negotiations
6/21/2013	Calls with Buyers	3.5	Marketing
6/22/2013	Calls with Creditors and buyers	4.0	Conference calls / Strategy Meetings
6/23/2013			
6/24/2013	Calls with Buyers / Update Committee	5.0	Marketing
6/25/2013	Calls on cure cost; calls with buyers	5.5	Transaction Negotiations
6/26/2013	Profer Testimony Preparation	5.0	Testimony & Court Proceedings
6/27/2013	ABG Call and O1 Meeting	8.0	Transaction Negotiations
6/28/2013	Calls on stalking horse bid; transaction negotiations on APA	4.0	Transaction Negotiations
6/29/2013	APA and Schedule Review / Preparation, Other Due Diligence	6.0	Due Diligence
6/30/2013	APA and Schedule Review / Preparation, Other Due Diligence	3.0	Due Diligence

UPH Holdings
Hourly Tracking Log

Name: Andy Monroe
Firm: Q Advisors
Title: Vice President

JULY

Total Hours: 71.5

Date	Description of work	# of hours	Project Category
7/1/2013	Internal meetings on APA and stalking horse / Schedules	6.0	Transaction Negotiations
7/2/2013	Negotiations on APA / Schedule Prep	7.0	Transaction Negotiations
7/3/2013	Negotiate TNCI Blue Casa APA / Updates to APA Schedules	5.0	Transaction Negotiations
7/4/2013			
7/5/2013			
7/6/2013			
7/7/2013			
7/8/2013	At PO for prep meetings and due diligence	6.0	Transaction Negotiations
7/9/2013	At PO for prep meetings and APA negotiations	6.0	Transaction Negotiations
7/10/2013	Auction and work with Blue Casa TNCI	5.5	Transaction Negotiations
7/11/2013	Follow up on Stalking Horse / Other Data Requests	4.0	Transaction Negotiations
7/12/2013			
7/13/2013			
7/14/2013			
7/15/2013			
7/16/2013	Review of schedules / cure amounts / Schedules	6.0	Due Diligence
7/17/2013	Review of schedules / cure amounts	6.0	Due Diligence
7/18/2013	Preparation Court Proceedings	4.0	Testimony & Court Proceedings
7/19/2013	Update Conference Calls Following Auction	2.0	Conference calls / Strategy Meetings
7/20/2013			
7/21/2013			
7/22/2013	Testimony / Sale Hearing	9.0	Testimony & Court Proceedings
7/23/2013			
7/24/2013	Discussion of Patent / Other assets as part of transaction	2.0	Transaction Negotiations
7/25/2013	Cure Amounts / Other Closing Related Items	1.0	Transaction Negotiations
7/26/2013	Cure Amounts / Other Closing Related Items	2.0	Transaction Negotiations
7/27/2013			
7/28/2013			
7/29/2013			
7/30/2013			
7/31/2013			

UPH Holdings
Hourly Tracking Log

Name: **Andy Monroe**
Firm: **Q Advisors**
Title: **Vice President**

AUGUST

Total Hours: 8.0

Date	Description of work	# of hours	Project Category
8/1/2013	Work on closing mechanics	2.0	Transaction Negotiations
8/2/2013			
8/3/2013			
8/4/2013			
8/5/2013	Review regulatory status and patent sale documents	2.0	Transaction Negotiations
8/6/2013			
8/7/2013			
8/8/2013	Work on closing memo	3.0	Transaction Negotiations
8/9/2013	Work on closing mechanics	1.0	Transaction Negotiations
8/10/2013			
8/11/2013			
8/12/2013			
8/13/2013			
8/14/2013			
8/15/2013			
8/16/2013			
8/17/2013			
8/18/2013			
8/19/2013			
8/20/2013			
8/21/2013			
8/22/2013			
8/23/2013			
8/24/2013			
8/25/2013			
8/26/2013			
8/27/2013			
8/28/2013			
8/29/2013			
8/30/2013			
8/31/2013			

UPH Holdings
Hourly Tracking Log

Name: Cameron Dawkins
Firm: Q Advisors
Title: Analyst

APRIL Total Hours: 54.0

Date	Description of work	# of hours	Project Category
4/1/2013			
4/2/2013	Conference call w/UPH	1.0	Conference calls / Strategy Meetings
4/3/2013			
4/4/2013			
4/5/2013			
4/6/2013			
4/7/2013			
4/8/2013	Create FTP site to facilitate data transfer request Q sent to PointOne	1.0	Data Room Setup & Maint.
4/9/2013	Prepare agenda materials and intro call with Company	1.5	Conference calls / Strategy Meetings
4/10/2013	Compile prospective buyer list	4.0	Research / Review of Prospective Purchasers
4/11/2013	Compile prospective buyer list	3.0	Research / Review of Prospective Purchasers
4/11/2013	Put together historical financials for model	7.0	Financial Analysis / Modeling
4/12/2013	Put together historical financials for model	6.0	Financial Analysis / Modeling
4/13/2013			
4/14/2013			
4/15/2013	Work on financial model	3.0	Financial Analysis / Modeling
4/16/2013	Work on financial model	3.5	Financial Analysis / Modeling
4/17/2013	Conference call w/mgmt	1.0	Conference calls / Strategy Meetings
4/18/2013	Work on financial model	4.0	Financial Analysis / Modeling
4/19/2013	Work on financial model	4.0	Financial Analysis / Modeling
4/20/2013			
4/21/2013			
4/22/2013	Preparation of CIM	4.0	Preparation of Offering Materials
4/23/2013	Call w/PointOne CTO	1.0	Conference calls / Strategy Meetings
4/24/2013	Work on PointOne information memorandum	3.0	Preparation of Offering Materials
4/25/2013	Work on PointOne information memorandum	2.0	Preparation of Offering Materials
4/26/2013			
4/27/2013			
4/28/2013			
4/29/2013	Conference call w/mgmt; prepare CIM	4.0	Preparation of Offering Materials
4/30/2013	Conference w/creditors committee	1.0	Conference calls / Strategy Meetings

UPH Holdings

Hourly Tracking Log

Name: Cameron Dawkins
 Firm: Q Advisors
 Title: Analyst

MAY Total Hours: 75.0

Date	Description of work	# of hours	Project Category
5/1/2013	Conference call with creditor	0.5	Conference calls / Strategy Meetings
5/2/2013	Set up and populate external data room	5.5	Data Room Setup & Maint.
5/3/2013	Work on CIM for technology assets	7.0	Preparation of Offering Materials
5/4/2013	Send out NDAs to potential purchasers	2.0	Research / Review of Prospective Purchasers
5/5/2013	Populate external data room	3.0	Data Room Setup & Maint.
5/6/2013	Send out NDAs to potential purchasers; work on UPH CIM	4.0	Preparation of Offering Materials
5/7/2013	Send out NDAs to potential purchasers; work on UPH CIM	3.0	Preparation of Offering Materials
5/8/2013	Distributed info memo on technology assets to various potential purchasers and sent out additional NDAs	4.0	Marketing
5/9/2013	Work on CIM for UPH	5.0	Preparation of Offering Materials
5/10/2013	Status update call w/creditors	0.5	Conference calls / Strategy Meetings
5/11/2013	Call w/UPH on financial model; modeling	5.0	Financial Analysis / Modeling
5/11/2013			
5/12/2013	Populate external data room	2.0	Data Room Setup & Maint.
5/13/2013	Work on CIM for UPH	3.5	Preparation of Offering Materials
5/14/2013	Work on CIM for UPH	4.0	Preparation of Offering Materials
5/15/2013	Work on CIM for UPH	2.5	Preparation of Offering Materials
5/16/2013	Distribute UPH CIM to interested parties	4.0	Marketing
5/17/2013	Status update call w/creditors	0.5	Conference calls / Strategy Meetings
5/18/2013			
5/19/2013			
5/20/2013	Calls w/potential buyers regarding Telastic	2.0	Marketing
5/21/2013	Distribute UPH CIM and model to interested parties	3.0	Marketing
5/22/2013	Distribute UPH CIM and model to interested parties	3.0	Marketing
5/23/2013	Distribute UPH CIM and model to interested parties	3.0	Marketing
5/24/2013	Status update call w/creditors	0.5	Conference calls / Strategy Meetings
5/25/2013			
5/26/2013			
5/27/2013			
5/28/2013	Calls with potential buyers; field due diligence questions	6.0	Due Diligence
5/29/2013			
5/30/2013			
5/31/2013	Status update call w/creditors; update call w/UPH	1.5	Conference calls / Strategy Meetings

UPH Holdings

Hourly Tracking Log

Name: Cameron Dawkins
 Firm: Q Advisors
 Title: Analyst

JUNE

Total Hours: 124.5

Date	Description of work	# of hours	Project Category
6/1/2013			
6/2/2013			
6/3/2013	Calls w/potential buyers	3.0	Marketing
6/4/2013	Travel to Austin, TX for diligence w/UPH	6.0	Site Visits
6/5/2013	Follow up calls w/potential buyers	2.0	Marketing
6/5/2013	Meetings in Austin w/UPH re diligence information	9.0	Due Diligence
6/6/2013	Meetings in Austin w/UPH re diligence information	9.0	Due Diligence
6/7/2013	Review files and populate external data room	8.0	Data Room Setup & Maint.
6/8/2013			
6/9/2013			
6/10/2013	Status update call w/creditors	0.5	Conference calls / Strategy Meetings
6/10/2013	Review/publish items in external data room	6.0	Data Room Setup & Maint.
6/11/2013	Field due diligence questions	6.0	Due Diligence
6/12/2013	Call with UPH on open items; populate external data room	6.5	Due Diligence
6/13/2013	Internal calls regarding creditors	3.0	Conference calls / Strategy Meetings
6/14/2013	Call w/UPH and potential buyer	4.0	Marketing
6/15/2013			
6/16/2013			
6/17/2013	Status update call w/creditors	0.5	Conference calls / Strategy Meetings
6/17/2013	Call w/potential buyer regarding APA	3.5	Transaction Negotiations
6/18/2013	Meeting in Austin, TX w/UPH and potential buyers	9.0	Marketing
6/19/2013	Meeting in Austin, TX w/UPH and potential buyers	9.0	Marketing
6/20/2013	Travel AUS to DEN; Field due diligence questions	8.0	Site Visits
6/21/2013	Conference w/UPH and potential buyer	3.0	Marketing
6/22/2013			
6/23/2013			
6/24/2013	Status update call w/creditors	0.5	Conference calls / Strategy Meetings
6/25/2013	Call w/UPH to discuss cure costs	4.0	Conference calls / Strategy Meetings
6/26/2013	Internal call to discuss APA; field additional due diligence	7.0	Conference calls / Strategy Meetings
6/27/2013	Meetings in Austin, TX w/UPH and potential buyers	9.0	Marketing
6/28/2013	Status update call w/creditors; internal discussions re: APA	4.0	Conference calls / Strategy Meetings
6/29/2013			
6/30/2013	Call w/potential buyer regarding APA and MSA	4.0	Transaction Negotiations

UPH Holdings
Hourly Tracking Log

Name: Cameron Dawkins
Firm: Q Advisors
Title: Analyst

JULY Total Hours: 40.0

Date	Description of work	# of hours	Project Category
7/1/2013	Internal meetings re. APA and schedules	5.0	Transaction Negotiations
7/2/2013	Internal call to discuss TNCI APA and MSA	4.0	Transaction Negotiations
7/3/2013	Review APAs received on bid deadline	6.0	Transaction Negotiations
7/3/2013	Create materials for bid comparison	3.0	Financial Analysis / Modeling
7/4/2013			
7/5/2013			
7/6/2013			
7/7/2013			
7/8/2013	Calls w/bidders re auction process	4.0	Transaction Negotiations
7/9/2013	Travel to Austin, TX for BK auction	6.0	Site Visits
7/10/2013	Attend BK auction in Austin, TX	8.0	Testimony & Court Proceedings
7/11/2013	Field additional data requests from TNCI	3.0	Due Diligence
7/12/2013			
7/13/2013			
7/14/2013			
7/15/2013			
7/16/2013			
7/17/2013			
7/18/2013			
7/19/2013	Prepare materials for sale hearing	1.0	Testimony & Court Proceedings
7/20/2013			
7/21/2013			
7/22/2013			
7/23/2013			
7/24/2013			
7/25/2013			
7/26/2013			
7/27/2013			
7/28/2013			
7/29/2013			
7/30/2013			
7/31/2013			

UPH Holdings
Hourly Tracking Log

Name: Cameron Dawkins
Firm: Q Advisors
Title: Analyst

Contract Ref:
Project Ref:
Client Ref:
Job Ref:

AUGUST Total Hours: 6.0

Date	Description of work	# of hours	Project Category
8/1/2013			
8/2/2013			
8/3/2013			
8/4/2013			
8/5/2013			
8/6/2013			
8/7/2013	Draft closing memo	2.0	Transaction Negotiations
8/8/2013	Fee statement preparation	1.0	Legal Consultation
8/9/2013			
8/10/2013			
8/11/2013			
8/12/2013			
8/13/2013			
8/14/2013			
8/15/2013			
8/16/2013			
8/17/2013			
8/18/2013			
8/19/2013			
8/20/2013	Fee statement preparation	2.0	Legal Consultation
8/21/2013			
8/22/2013			
8/23/2013			
8/24/2013			
8/25/2013			
8/26/2013			
8/27/2013	Fee statement preparation	1.0	Legal Consultation
8/28/2013			
8/29/2013			
8/30/2013			
8/31/2013			

UPH Holdings

Hourly Tracking Log

Name: Elizabeth Crane
 Firm: Q Advisors
 Title: Counsel

APRIL

Total Hours: 5.0

Date	Description of work	# of hours	Project Category
4/1/2013			
4/2/2013			
4/3/2013			
4/4/2013			
4/5/2013			
4/6/2013			
4/7/2013			
4/8/2013	Review Engagement Letter and draft Retention Order	1.0	Legal Consultation
4/9/2013			
4/10/2013	Review form of Retention pleading; forms of filings	2.5	Legal Consultation
4/11/2013	Review form of Retention pleading; forms of filings	1.0	Legal Consultation
4/12/2013			
4/13/2013			
4/14/2013			
4/15/2013	Review approved Order; e-mails concerning same and time logs, etc.	0.5	Legal Consultation
4/16/2013			
4/17/2013			
4/18/2013			
4/19/2013			
4/20/2013			
4/21/2013			
4/22/2013			
4/23/2013			
4/24/2013			
4/25/2013			
4/26/2013			
4/27/2013			
4/28/2013			
4/29/2013			
4/30/2013			

UPH Holdings
Hourly Tracking Log

Name: Elizabeth Crane
Firm: Q Advisors
Title: Counsel

agreement 4/29/13
non-competit 3/20/13
read 4/29/13
agreement 4/29/13
agreement 4/29/13

MAY Total Hours: 2.5

Date	Description of work	# of hours	Project Category
5/1/2013			
5/2/2013			
5/3/2013	Discussions re Fee Statements, documentation required, discussions re same.	1.5	Legal Consultation
5/4/2013			
5/5/2013			
5/6/2013			
5/7/2013			
5/8/2013			
5/9/2013	Review approved Retention Order, discussion of transaction management	1.0	Legal Consultation
5/10/2013			
5/11/2013			
5/12/2013			
5/13/2013			
5/14/2013			
5/15/2013			
5/16/2013			
5/17/2013			
5/18/2013			
5/19/2013			
5/20/2013			
5/21/2013			
5/22/2013			
5/23/2013			
5/24/2013			
5/25/2013			
5/26/2013			
5/27/2013			
5/28/2013			
5/29/2013			
5/30/2013			
5/31/2013			

UPH Holdings

Hourly Tracking Log

Name: Elizabeth Crane
Firm: Q Advisors
Title: Counsel

JUNE

Total Hours: 1.0

Date	Description of work	# of hours	Project Category
6/1/2013			
6/2/2013			
6/3/2013			
6/4/2013			
6/5/2013			
6/6/2013			
6/7/2013			
6/8/2013			
6/9/2013			
6/10/2013			
6/11/2013			
6/12/2013			
6/13/2013			
6/14/2013			
6/15/2013			
6/16/2013			
6/17/2013			
6/18/2013			
6/19/2013			
6/20/2013			
6/21/2013			
6/22/2013			
6/23/2013			
6/24/2013	Review APA, discussions re deal timing and issues	1.0	Legal Consultation
6/25/2013			
6/26/2013			
6/27/2013			
6/28/2013			
6/29/2013			
6/30/2013			

UPH Holdings
Hourly Tracking Log

Name: Elizabeth Crane
Firm: Q Advisors
Title: Counsel

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JULY Total Hours: 1.5

Date	Description of work	# of hours	Project Category
7/1/2013			
7/2/2013			
7/3/2013			
7/4/2013			
7/5/2013			
7/6/2013			
7/7/2013			
7/8/2013			
7/9/2013			
7/10/2013			
7/11/2013			
7/12/2013			
7/13/2013			
7/14/2013			
7/15/2013			
7/16/2013			
7/17/2013			
7/18/2013			
7/19/2013			
7/20/2013			
7/21/2013			
7/22/2013			
7/23/2013			
7/24/2013			
7/25/2013			
7/26/2013			
7/27/2013			
7/28/2013			
7/29/2013			
7/30/2013			
7/31/2013	Review forms of fee applications, e-mails with outside counsel	1.5	Legal Consultation

UPH Holdings
Hourly Tracking Log

Name: Elizabeth Crane
Firm: Q Advisors
Title: Counsel

AUGUST Total Hours: 6.5

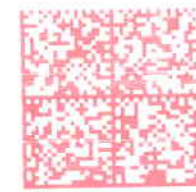
Date	Description of work	# of hours	Project Category
8/1/2013			
8/2/2013			
8/3/2013			
8/4/2013			
8/5/2013			
8/6/2013			
8/7/2013			
8/8/2013	Review and revise draft of Fee Application, conversations with team re same	1.5	Legal Consultation
8/9/2013			
8/10/2013			
8/11/2013			
8/12/2013	Revise Q Advisors Fee Application, discussions with team re same	0.5	Legal Consultation
8/13/2013			
8/14/2013			
8/15/2013	Review and discuss revised Fee Application with team	1.0	Legal Consultation
8/16/2013			
8/17/2013			
8/18/2013			
8/19/2013	Review and revise draft of Fee Application, conversations with team re same	0.5	Legal Consultation
8/20/2013			
8/21/2013			
8/22/2013			
8/23/2013			
8/24/2013			
8/25/2013			
8/26/2013			
8/27/2013	Discussion with counsel re Attorney Fees, review updated Fee Application, discuss same with team	2.0	Legal Consultation
8/28/2013	Finalize and submit Fee Application to outside counsel for filing	1.0	Legal Consultation
8/29/2013			
8/30/2013			
8/31/2013			

Streusand, Landon & Ozburn, LLP
811 Barton Springs Rd., Suite 811
Austin, TX 78704

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