

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

REDACTED

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-TMD

FIRST AND FINAL APPLICATION OF KELLEY DRYE & WARREN LLP, COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
PROFESSIONALS FOR THE PERIOD APRIL 15, 2013 THROUGH JUNE 30, 2014

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

IF NO TIMELY RESPONSE IS FILED WITHIN TWENTY-ONE (21) 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,
UNITED STATES BANKRUPTCY JUDGE:

Kelley Drye & Warren LLP ("Kelley Drye"), counsel to the Official Committee
of Unsecured Creditors (the "Committee") of UPH Holdings, Inc., *et al.*, (collectively, the

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14 AUG 18 AM 9:20
COMMISSION
CLERK

“Debtors”) appointed in the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), hereby submits its first and final fee application (the “Application”), pursuant to Sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), Rule 2016 of the Local Bankruptcy Rules for the Western District of Texas (the “Local Rules”), and Section 4.1.2 of the Plan (as defined below) for allowance of compensation for professional services performed by Kelley Drye for and on behalf of the Committee from April 15, 2013 through and including June 30, 2014 (the “Fee Period”), and for reimbursement of its actual and necessary expenses incurred during the Fee Period. In support of the Application, Kelley Drye respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. § 157(b)(2). The statutory bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016 and Local Rule 2016.

BACKGROUND

2. On March 28, 2013 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. From the Petition Date through the Effective Date of the Plan (each, as defined below), the Debtors continued in possession of their properties and continued to operate and manage their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On April 15, 2013, the Office of the United States Trustee for Region 7 (the “U.S. Trustee”) appointed the Committee consisting of: Samsara Communications, Inc., AOL, Inc., Genband US LLC, One Communications Corp./Earth Link, Inc., and Alpheus

Communications LLC.¹ On April 18, 2013, the U.S. Trustee appointed two additional members to the Committee: Pacific Bell Telephone d/b/a AT&T California and Cogent Communications. No other official committees have been appointed or designated in these Chapter 11 Cases.

4. On April 17, the Debtors filed the *Debtors' Motion for Order Establishing Monthly Fee and Expense Reimbursement Procedures* (the "Interim Compensation Motion"),² seeking Court approval for case professionals to file requests for payment of fees and reimbursement of expenses more frequently than as permitted by section 331 of the Bankruptcy Code. The Interim Compensation Motion was granted by order entered on May 15, 2013 (the "Compensation Order").³

5. Pursuant to the Compensation Order, professionals may be paid 80% of fees for services rendered and 100% of expenses incurred on a monthly basis, provided that a fee request is filed with the Court, served on the appropriate notice parties and no objections are received.⁴ The Compensation Order also contemplates that any professional that has filed a monthly fee request or otherwise seeks interim compensation must file and serve an interim fee application, requesting approval of 100% of the fees (including the 20% holdback) and 100% of the expenses incurred during the prior 120-day period, in accordance with section 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and the Compensation Order.⁵

6. On July 9, 2013, the Court entered an order authorizing the Committee to retain Kelley Drye as its counsel, *nunc pro tunc* to April 15, 2013 (the "Retention Order").⁶ The

¹ Docket No. 91.

² Docket No. 99.

³ Docket No. 186.

⁴ Compensation Order at pp. 2-3.

⁵ *Id.* at p. 3.

⁶ Docket No. 310. A copy of the Retention Order is attached hereto as Exhibit A.

Retention Order authorizes the compensation and reimbursement of Kelley Drye in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Compensation Order.

7. On July 24, 2013, the Court entered the *Order Granting Debtors' Motion for Entry of Orders (I) Approving Procedures and Providing Certain Protections and (II) Authorizing the (A) Sale of the Substantially all of the Debtor's Assets, (B) the Payment of the Net Proceeds of Sale to Hercules Technology II, L.P. and (C) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* (the "Sale Order")⁷, authorizing the Debtors to consummate an asset purchase agreement (the "APA") with TNCI Operating Company, LLC ("TNCI"). The sale to TNCI (the "TNCI Sale") was made subject to the further litigation and/or liquidation of cure amounts required to be paid to various entities, intended to facilitate the assumption and assignment of certain key "essential contracts" to TNCI.⁸ The APA contemplated multiple closing dates on a rolling basis, the last of which occurred on January 31, 2014.

8. On September 23, 2013, the Debtors submitted the *Debtors' Chapter 11 Plan of Reorganization* (the "Initial Plan") with a related disclosure statement (the "Initial Disclosure Statement") and liquidating trust agreement (the "Initial Trust Agreement," and together with the Initial Disclosure Statement and the Initial Plan, the "Initial Plan Documents") to this Court.⁹ The Initial Plan Documents were thereafter amended and refiled on February 7, 2014.¹⁰ On February 13, 2014, the Debtors filed a further [*Corrected*] *Debtors' First Amended*

⁷ Docket No. 446.

⁸ See Sale Order ¶ 50, Disclosure Statement § III.F.

⁹ Docket Nos. 515 and 516.

¹⁰ Docket Nos. 736 and 737.

Chapter 11 Plan of Reorganization (as modified, the “Plan”)¹¹ with a related updated disclosure statement (as modified, the “Disclosure Statement”) and liquidating trust agreement (the “Liquidating Trust Agreement,” and together with the Plan and Disclosure Statement, the “Plan Documents”).¹² Among other things, the Plan Documents memorialize a global compromise and settlement between the Committee and the Debtors’ secured lender, Hercules Technology II, L.P. (“Hercules”) reached in resolution of the Committee’s objections to the TNCI Sale (the “Committee Settlement”).

9. On March 27, 2014, the Court entered its *Findings of Fact, Conclusions of Law, and Order Confirming Debtors’ Chapter 11 Plan of Reorganization* (the “Confirmation Order”).¹³ The Plan became effective on July 1, 2014 (the “Effective Date”).

COMPENSATION AND EXPENSES REQUESTED

10. By this Application, Kelley Drye seeks allowance of compensation for professional services rendered to the Committee during the Fee Period in the aggregate amount of \$441,918.00 and reimbursement of actual, reasonable and necessary expenses incurred in connection with the rendition of such services in the aggregate amount of \$19,721.57, for a total amount of \$461,639.57. In addition, as permitted in Section 7.3.3 of the Plan,¹⁴ Kelley Drye seeks approval of an additional estimated \$15,000.00 for fees and expenses incurred following the close of the Fee Period in connection with: (i) preparing this Application; (ii) preparing the final fee application on behalf of QSI, the Committee’s financial advisor; and (iii) responding to

¹¹ Docket No. 752.

¹² Docket No. 751.

¹³ Docket No. 842.

¹⁴ Section 7.3.3 of the Plan provides, in pertinent part, that “[t]he Professionals retained by the Committee and the respective members thereof shall not be entitled to compensation and reimbursement of expenses for services rendered in that capacity after the Effective Date, except for services rendered in connection with fee applications pending on the Effective Date or filed after the Effective Date.”

objections to the Application (if any) and attending the hearing thereon. Inclusive of such additional amount, by this Application, Kelley Drye seeks final approval for fees and expenses in the aggregate amount of \$476,639.57.

11. Pursuant to an agreement with the Committee, Kelley Drye voluntarily reduced the hourly rates charged for its professionals in these cases, reflecting a significant discount from the firm’s standard hourly rates. As set forth in Kelley Drye’s retention application:

- Kelley Drye agreed to cap the rates of the Kelley Drye attorneys primarily responsible for representation of the Committee in these Chapter 11 Cases, as follows:

<u>Professional</u>	<u>Voluntary Capped Rate/Hour</u>	<u>2013 Standard Rate/Hour</u>	<u>2014 Standard Rate/Hour</u>
Craig Wolfe (partner)	\$585	\$670	\$695
Benjamin Blaustein (associate)	\$485	\$535	N/A
Kristin Elliott (special counsel) ¹⁵	\$485	\$570	\$590
Catherine Thompson (associate)	\$295	\$345	\$375

- Kelley Drye agreed to reduce the hourly rates of all other attorneys providing services to the Committee by 10%;
- Kelley Drye agreed that the blended hourly rate of all attorneys would not exceed \$450 per hour; and
- Kelley Drye agreed not to seek compensation for any non-working travel time.

12. The fees described in this Application reflect an aggregate of 1,020.7 hours of professional and paraprofessional time performing services for the Committee during the Fee Period, at a blended hourly rate for attorneys of \$441.80.

¹⁵ Upon Mr. Blaustein’s departure from the Firm, effective June 2013, Ms. Elliott took over primary responsibility for all day-to-day aspects of Kelley Drye’s representation of the Committee. Consistent with the spirit of Kelley Drye’s fee arrangement with the Committee, Ms. Elliott’s standard hourly billing rate was discounted to \$485/hour.

13. Kelley Drye rendered to the Committee all services for which compensation is sought solely in connection with the Chapter 11 Cases and in furtherance of the duties and functions of the Committee.

14. In the ordinary course of its practice, Kelley Drye maintains computerized records of the time expended to render professional services to the Committee. Time entry records broken down in tenths of an hour are attached hereto collectively as Exhibit B. The time entry records provide detailed descriptions of the services performed by each professional and paraprofessional on behalf of the Committee.¹⁶

15. For the convenience of the Court and all parties in interest, billing summaries for the Fee Period, attached hereto as Exhibit C, set forth: (i) the name of each Kelley Drye professional and paraprofessional whose work is included in Application; (ii) the year of each professional's law school graduation; (iii) the aggregate amount of time expended by each professional or paraprofessional; (iv) the hourly billing rate for each professional or paraprofessional at Kelley Drye's discounted hourly rate for these cases; (v) the amount of fees billed per professional or paraprofessional; (vi) the hours devoted to each project category; and (vii) the amount of fees billed per project category.

16. Kelley Drye also maintains records of all expenses incurred to perform its professional services. Kelley Drye incurred a total of \$19,721.57 in expenses during the Fee

¹⁶ Exhibit B includes the exact amount of time spent in tenths of the hour by each professional and paraprofessional for work provided in connection with each particular project category for each month during the Fee Period. At the end of each project category statement is a schedule of each timekeeper who provided time on that particular project category, the total amount of time expended and the amount billed by each timekeeper in connection with such project category. To preserve all applicable privileges and to maintain confidential information, including for the benefit of the Liquidating Trustee, who succeeded to the Committee's privilege rights under the Plan, Kelley Drye has filed redacted copies of its detailed time records on the public docket. Unredacted copies of Kelley Drye's time entries have been provided to the Court and the U.S. Trustee. Kelley Drye will provide unredacted copies of its time records to the Debtors, Hercules or any other party-in-interest upon written request and upon entry of an appropriate form of confidentiality agreement or protective order.

Period. A summary of the amount and categories of expenses for the Fee Period for which reimbursement is sought is attached hereto as Exhibit D. As required by Local Rule 2016(a)(3), copies of receipts for expenses over \$100 other than in-house duplication, telephone services and postage collectively are attached hereto as Exhibit E.

17. The expenses incurred by Kelley Drye are reasonable, economical and are customarily charged to Kelley Drye's non-bankruptcy clients. Kelley Drye's charge for in-house duplications is \$0.10, and the Application includes the reasonable expenses of professionals and paraprofessionals required to work on these Chapter 11 Cases after 8:00 p.m., including taxi fares and meals. Attorneys at Kelley Drye have not incurred expenses for luxury accommodations or deluxe meals, and Kelley Drye has not sought reimbursement for luxury air travel.¹⁷

**KELLEY DRYE'S REQUESTED COMPENSATION
AND REIMBURSEMENT SHOULD BE ALLOWED**

18. Section 330(a)(1) of the Bankruptcy Code provides that a court may award a professional employed in a case under section 1103 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered...and reimbursement for actual, necessary expenses." Section 330(a)(3), in pertinent part, provides further guidelines for awarding such fees and expenses:

In determining the amount of reasonable compensation to be awarded..., the court shall 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;

¹⁷ Certain receipts included in Exhibit E for air travel between New York and Austin reflect that a Kelley Drye professional traveled in a class other than coach or economy. In each instance, either (i) the professional purchased an upgrade to first class using personal funds or (ii) the amount for which Kelley Drye seeks reimbursement for such trip within the category "Long Distance Travel" on Exhibit D was reduced from the amount on the receipt to an amount that reflects a comparable refundable coach or economy fare.

- (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). Additional factors courts consider when awarding fees include the time and labor required, the novelty and difficulty of questions, the skill requisite to perform the legal services properly, the preclusion of other employment by the applicant due to acceptance of the current case, the customary fee, whether the fee is fixed or contingent, time limitations imposed by the client or other circumstances, the amount involved and results obtained, the experience, reputation and ability of the attorneys, the “undesirability” of the case, and the nature and length of the professional relationship. *See, e.g., Johnson v. Georgia Highway Express, Inc.*, 874 F.2d 714 (5th Cir. 1974). *See also, American Benefit Life Insurance Co. v. Braddock (In re First Colonial Corp. of America)*, 544 F.2d 1291 (5th Cir. 1977).

19. A detailed summary of the services provided in each matter category and the results obtained, as required by Local Rule 2016(a)(1), is attached hereto as Exhibit F (the “Fee Application Summary”). As more fully described in the Fee Application Summary, the professional services rendered to the Committee not only benefitted unsecured creditors, but promoted the interests of the Debtors and all of their various creditor constituencies by, among

other things, negotiating the Committee Settlement, which forms the basis for the Plan, and substantially revising the Initial Plan Documents to fully describe the Chapter 11 Cases and to incorporate and implement the Committee Settlement. As such, Kelley Drye respectfully submits that its services were, at the time rendered, reasonable and necessary and expected to benefit, protect and preserve the Debtors' estates and the interests of general unsecured creditors.

20. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. These Chapter 11 Cases required a high level of professional competence and expertise, and Kelley Drye believes that its services were performed efficiently and effectively throughout. The hourly rates billed by Kelley Drye were provided at a significant discount relative to Kelley Drye's customary rates for professional services rendered in other non-bankruptcy matters. Accordingly, Kelley Drye believes that not only are its rates fair and reasonable in light of the level of services provided, but in particular given Kelley Drye's voluntary agreement to reduce its billing rates in these Chapter 11 Cases.

21. Kelley Drye submits that the expenses incurred during the Fee Period were customary and necessary. Kelley Drye seeks reimbursement of only its actual costs.

22. At all relevant times, Kelley Drye has been a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of any other entity. Pursuant to Bankruptcy Rule 2016(b), Kelley Drye has not shared, nor has Kelley Drye agreed to share (a) any compensation it has received or may receive with another

party or person other than with the partners, counsel and associates of Kelley Drye; or (b) any compensation another person or party has received or may receive.

23. As noted above, this Application is Kelley Drye's first and final application filed in these Chapter 11 Cases. Kelley Drye's billing practices for these cases are consistent with the both Bankruptcy Code and the Compensation Order. Although the Compensation Order contemplates the filing of monthly fee requests as a condition to interim payment, mindful that unsecured creditor recoveries in these cases would be based on litigation recoveries that may or may not materialize, Kelley Drye did not seek or receive interim payment during the Chapter 11 Cases. Kelley Drye instead elected to accept payment of all of its allowed fees and expenses pursuant to the Plan. In connection with the Plan process and prior to confirmation, Kelley Drye provided both the Debtors and Hercules with an estimate of Kelley Drye's accrued fees and expenses.

CONCLUSION

24. For the foregoing reasons, Kelley Drye respectfully requests that the Court grant this Application and approve the payment pursuant to the Plan of 100% of Kelley Drye's fees in the aggregate amount of \$441,918.00 and 100% of Kelley Drye's expenses in the aggregate amount of \$19,721.57, plus \$15,000.00 in estimated post-Fee Period fees and expenses incurred in connection final fee applications of Committee professionals, for a total request of \$476,639.57.

NOTICE

25. As required by the Compensation Order, Local Rule 2016 and Section 4.1.2 of the Plan, notice of the Application has been provided to: (i) the Debtors; (ii) Jackson

Walker, L.L.P, counsel to the Debtors; (iii) the U.S. Trustee; (iv) counsel to Hercules; (v) Lowell Feldman, the Liquidating Trustee of the UPH Liquidating Trust; (vi) the Debtors' top 20 creditors; and (vii) any other creditor or party in interest that has requested notice in the Chapter 11 Cases.

NO PRIOR REQUEST

26. No prior request for the relief sought in the Application has been made to this or any other court.

WHEREFORE, Kelley Drye respectfully requests that the Court enter an Order, substantially in the form attached hereto as Exhibit G: (i) approving the Application; (ii) allowing on a final basis and awarding compensation for professional services rendered during the Fee Period in the amount of \$441,918.00, the reimbursement of actual and necessary costs and expenses in the amount of \$19,721.57 incurred during the Fee Period, and \$15,000.00 for post-Fee Period fees and expenses incurred in connection with final fee applications of Committee professionals, for a total of \$476,639.57; (iii) authorizing and directing the Debtors to pay Kelley Drye the outstanding amount of such sums pursuant to the terms of the Plan; and (iv) granting such other and further relief as the Court deems proper and just.

Dated: New York, New York
August 14, 2014

KELLEY DRYE & WARREN LLP

By: /s/ Kristin S. Elliott
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Counsel for the Official Committee of Unsecured Creditors
of UPH Holdings, Inc., *et al.*

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served electronically or via United States mail, postage prepared, upon the parties listed on the attached Service List on this the 14th day of August 2014.

/s/ Kristin S. Elliott

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EXHIBIT A

Kelley Drye & Warren Retention Order



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

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

ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KELLEY DRYE & WARREN LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF UPH HOLDINGS, INC., ET AL., NUNC PRO TUNC TO APRIL 15, 2013

Upon the Application dated May 15, 2013 of the Official Committee of Unsecured Creditors (the "Committee") of UPH Holdings, Inc., *et al.*, (collectively, the "Debtors"), pursuant to section 1103 of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014, for authority to retain and employ the law firm of Kelley Drye & Warren LLP ("Kelley Drye"), *nunc pro tunc* to April 15, 2013; and upon the Declaration of Craig A. Wolfe, a partner at Kelley Drye, dated May 15, 2013 (the "Wolfe Declaration"), filed in support of the Application; and the Court being satisfied and finding, based upon the representations made in the Application and the Wolfe Declaration, that Kelley Drye represents no interest adverse to the Committee or the Debtors' estates with respect to the Debtors' cases, that Kelley Drye's employment is necessary and in the best interests of the Committee and the Debtors' estates, that adequate notice of the Application has been given under the circumstances, and that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is GRANTED to the extent provided herein.
2. In accordance with section 1103 of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Bankruptcy Rule 2014, the Committee is hereby authorized and empowered to retain and employ the firm of Kelley Drye as its counsel, *nunc pro tunc* to April 15, 2013, to represent the Committee in these cases and such retention and employment is hereby approved.
3. Kelley Drye shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Bankruptcy Rules as may then be applicable from time to time, and such procedures as may be fixed by order of this Court.

4. This Court shall retain jurisdiction over the implementation and interpretation of this Order.

###

Submitted by:

KELLEY DRYE & WARREN LLP
Craig A. Wolfe, Esq.
101 Park Avenue
New York, New York 1017
Tel: 212-808-7800
Fax: 212-808-7897
Email: cwolfe@kelleydrye.com

Counsel to The Official Committee of
Unsecured Creditors of UPH Holdings, Inc., et al.

EXHIBIT B

**Time Narrative by Category
(Local Rule 2016(a)(2))**

April 15, 2013 Through and Including June 30, 2014

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613362

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0001 Case Administration

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$12,462.00
Disbursements and Other Charges:	\$16,653.04
Total Amount Due:	<u>\$29,115.04</u>

Terms: Payment Due on or Before August 14, 2014

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Bankruptcy CourtJuly 15, 2014
Invoice No. 2613362Client 022649
Matter 0001 Case Administration

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/15/13	Extensive review of first day pleadings, critical dates, and draft case task list and open issues (4.4); strategy call with C. Wolfe (KDW) regarding same (.5); confer with C. Thompson (KDW) regarding same (.3).	BB	5.20
04/15/13	Call to the UST regarding today's hearing and our engagement (.1); call with P. Tomasco (JW) regarding same (.2).	CAW	0.30
04/15/13	Call with B. Blaustein (KDW) regarding strategy for dealing with general issues in the case.	CAW	0.50
04/15/13	Research issues regarding pro hac admission and pleading filings.	M V	0.50
04/16/13	Emails with P. Tomasco (JW) regarding case issues and coordinating call with Tamarack and Q Advisors (.3); begin drafting committee Bylaws (.5).	BB	0.80
04/16/13	Prepare contact list for committee members, including committee counsel information and contact information for debtors counsel and advisors (.8); update critical dates chart to reflect new hearing dates (.4); draft committee expense reimbursement form (.2).	CLT	1.40
04/16/13	Prepare notice of appearance.	M V	0.50
04/17/13	Complete draft committee bylaws in light of comments	BB	1.40

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Client 022649
Matter 0001
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	from C. Wolfe (KDW) (1.1); receive initial comments from L. Feldman (.3).		
04/18/13	Review and update case task list (.3); confer with C. Wolfe regarding same (.2).	BB	0.50
04/18/13	Confer with B. Blaustein (KDW) regarding committee task list.	CAW	0.20
04/18/13	Calendar dates for hearings and update critical dates chart to reflect challenge deadline and other important dates from cash collateral order.	CLT	0.30
04/18/13	Revise and file notice of appearance; set up ECF auto rules.	M V	0.50
04/19/13	Numerous revisions to confidentiality provisions in the committee bylaws to address comments from committee members.	BB	0.80
04/19/13	Provide additional comments on the confidentiality provisions in the committee Bylaws in light of additional comments from members.	CAW	0.30
04/19/13	Revise contact list to reflect addition of two committee members.	CLT	0.30
04/23/13	Initial review of the debtors' proposed confidentiality agreement with the Committee.	BB	0.50
04/24/13	Review, revise and update case task list.	BB	0.30
04/24/13	Section 1102 website updates.	M V	1.10
04/25/13	Review and provide comments on debtor confidentiality agreement.	CAW	0.30
04/29/13	Draft committee 1102 motion.	CLT	1.40
04/30/13	Draft 1102 proposed order.	CLT	0.90
05/02/13	Prepare, file and serve motion to appear telephonically.	M V	0.80

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Client 022649
Matter 0001
July 15, 2014
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/06/13	Review and revise the Committee's 1102 motion in light of comments from C. Wolfe and prepare same for filing.	BB	0.70
05/06/13	Review and update task list based on latest information.	CAW	0.20
05/06/13	File 1102 motion; prepare service list.	M V	0.90
05/07/13	Finalize service list regarding 1102 motion; prepare and file certificate of service.	M V	0.90
05/08/13	Call Court regarding status of order to appear telephonically at 5/9/2013 hearing.	M V	0.20
05/14/13	Prepare and file notice of hearing regarding 1102 motion and certificate of service; prepare service list and serve same.	M V	1.00
05/15/13	File and serve notice of hearing regarding 1102 motion.	M V	0.90
05/31/13	Prepare motion to appear telephonically at 6/6/2013 hearing(.6); prepare and file pro hac application of K. Elliott (.9).	M V	1.50
06/03/13	Finalize and file motion to appear telephonically at 6/13/2013 hearing.	M V	0.20
06/05/13	Call J. Lopez, courtroom deputy, regarding pro hac motions and motion to appear telephonically (.2); revise proposed order pursuant to Court instructions (.4) and refile (.3).	M V	0.90
06/06/13	Check docket for status of orders regarding pro hac admission and telephone appearance at hearing.	M V	0.50
06/07/13	Check docket for orders regarding pro hac and telephone appearance.	M V	0.30
06/10/13	Status conference with K. Elliott (KDW) regarding status of case and upcoming strategy.	CLT	0.60

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Client 022649
Matter 0001
July 15, 2014
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/12/13	Upload revised 1102 order (.1); review docket and update service party list (.4).	M V	0.50
06/24/13	Prepare (.6) and file (.3) motion to appear telephonically at 6/27/2013 hearing.	M V	0.90
07/08/13	Check docket for upcoming hearing dates (.2) and commence preparing motion to appear telephonically at 7/15/2013 and 7/22/2013 hearing (.2).	M V	0.40
07/09/13	Revise service list (.3); prepare and file motion to appear telephonically at 7/15/2013 and 7/22/2013 hearings (.8).	M V	1.10
07/11/13	Maintenance of committee website.	M V	0.80
07/16/13	Prepare and file motion to appear at 7/16/2013 hearing.	M V	0.60
07/17/13	Review several pleadings filed for impact (.6) and update critical dates chart (.7).	CLT	1.30
07/23/13	Prepare and file motions to appear telephonically at 7/26/2013 and 7/29/2013 hearings.	M V	0.70
07/23/13	Update 2002 service list.	M V	0.90
08/01/13	Arrange for telephone appearance at 8/6/2013 hearing.	M V	0.20
08/06/13	Check docket for status of hearing to be held on 8/6/2013 and check for dial in information.	M V	0.40
08/09/13	Maintenance of committee website.	M V	0.50
08/13/13	Arrange for telephone appearance at 8/29/2013 hearing.	M V	0.20
10/04/13	Arrange for telephone appearance at 10/10/13 hearing.	M V	0.20
10/08/13	Call Chambers regarding appearance at evidentiary hearing.	M V	0.20
10/28/13	Draft letter to US Trustee regarding Alpheus resignation.	KSE	0.20
10/30/13	Arrange for telephone appearance at 11/6 and 11/13	M V	0.40

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0001
July 15, 2014
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
12/02/13	hearings. File request to appear telephonically at December 2, 2013 hearing.	M V	0.20

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Client 022649
Matter 0001
July 15, 2014
Page 6

Total Fees Due (Including Applicable Discounts): \$12,462.00

Other Charges:

Amount

Postage	\$325.78
Duplication	808.90
Telephone	1,826.17
Courier	100.27
Long Distance Travel	2,642.75
Transcriptions	845.60
Cab Service	484.43
Meals	19.73
Lodging	773.68
Westlaw Research	7,683.06
Pacer	1,142.67

Total Other Charges for this Matter: 16,653.04

Total this Invoice \$29,115.04

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Client 022649
Matter 0001
July 15, 2014
Page 7

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Vicinanza, Marie	M V	18.90	\$4,536.00
Blaustein, Benjamin	BB	10.20	4,947.00
Wolfe, Craig	CAW	1.80	1,053.00
Elliott, Kristin S	KSE	0.20	97.00
Thompson, Catherine	CLT	6.20	1,829.00

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613364

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0002 Retention Matters (Applications & Objections)

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$15,532.50
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$15,532.50</u>

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Bankruptcy CourtJuly 15, 2014
Invoice No. 2613364Client 022649
Matter 0002 Retention Matters (Applications & Objections)

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/15/13	Analyze conflicts list and provide instructions to C. Thompson (KDW) to prepare KDW's retention application.	BB	0.50
04/22/13	Review schedules and SOFAs for necessary names and prepare list for disclosures (1.1); prepare emails to Kelley Drye partners for disclosure (.3); begin drafting Kelley Drye retention application (.7).	CLT	2.10
04/23/13	Continue drafting KDW retention application.	CLT	1.30
04/24/13	Review and analyze the debtors' applications to employ Tamarack Associates as Financial Advisors and Q Advisors as Investment Banker (.9) and outline Committee's issues with proposed orders on same (.3).	BB	1.20
04/24/13	Brief review of results of conflicts check (.2); Continue drafting retention application (2.2); Draft declaration in support of retention application (3.7); review Q Advisors and Tamarack retention applications and prepare summary of same (.8).	CLT	4.30
04/24/13	Prepare pro hac applications for C. Wolfe and B. Blaustein.	M V	0.90
04/25/13	Continue review of information for disclosures (.8); finish drafting C Wolfe declaration in support of KDW	CLT	1.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0002
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	retention (.7).		
04/25/13	File and serve pro hac applications for C. Wolfe and B. Blaustein; upload proposed orders.	M V	0.90
04/26/13	Review and revise KDW retention application and declaration in support (.6); draft proposed KDW retention order (.9).	CLT	1.50
04/29/13	Review of KDW conflict hits and begin reviewing KDW's retention application.	BB	0.80
04/29/13	Revisions to Wolfe declaration in support of KDW retention application.	CLT	0.20
04/30/13	Upload via ECF amended pro hac orders.	M V	0.50
05/01/13	Review and analyze conflicts list (.5); provide comments to C. Thompson in connection with KDW's employment application (.4); finalize review and analysis of applications to employ Tamarack Associates and Q Advisors (.4); emails with P. Tomasco (Debtors' counsel) and M. Quinn (of Q Advisors) regarding the Committee's comments to Q Advisors' retention application (.5).	BB	1.80
05/08/13	Final review of all identified KDW conflict issues and my declaration in support of KDW's retention application.	CAW	1.20
05/13/13	Work on identifying properly qualified financial advisors for the committee and prepare proposed scope of engagement.	CAW	2.30
05/15/13	Prepare and file KDW retention application.	M V	0.80
05/22/13	Calls with potential FA's regarding case background and pitch requirements.	KSE	1.90

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Client 022649
Matter 0002
July 15, 2014
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/24/13	Coordinate FA pitches (.2) and review FA pitch materials (.5).	KSE	0.70
05/28/13	Prepare for (.1) and attend FA pitch call (.7).	KSE	0.80
06/03/13	Draft QSI retention application (1.7); draft Starkey declaration in support of QSI retention application (2.4); draft proposed order approving retention of QSI (.8).	CLT	4.90
06/05/13	Review and revise (i) QSI engagement letter (.7); (ii) QSI retention application (1.6) and (iii) Starkey declaration of disinterestedness (.9).	KSE	3.20
06/06/13	Multiple edits to M. Starkey declaration in support of retention of QSI and QSI retention application pursuant to instructions from K. Elliott.	CLT	2.80
06/07/13	Finalize QSI retention papers (.5) and email to C. Wolfe regarding same (.1).	KSE	0.60
06/11/13	Draft email to co-chairs of committee regarding QSI retention application and signatures of co-chairs.	CLT	0.30
06/11/13	Check docket for status of retention order; revise order per local rules.	M V	0.60
06/12/13	File and serve KDW retention application.	M V	0.60
06/25/13	Follow up email (.2) and call (.2) with M. Mangone (AOL) regarding approval of QSI retention papers.	CLT	0.40
06/26/13	Arrange filing and service of QSI retention application(.4); review list of newly discovered potential parties in interest for further disclosures (.9).	CLT	1.30
06/26/13	Instruct C. Thompson on additional conflicts search entities.	KSE	0.30
06/26/13	Prepare certificate of service; file and serve retention	M V	0.90

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Client 022649
Matter 0002
July 15, 2014
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	application of OSI.		
07/01/13	Request conflicts check of additional vendors in UPH case.	CLT	0.30
07/08/13	Emails with QSI regarding status of retention application (.2); telephone conference with UST regarding QSI retention date (.1).	KSE	0.30
07/08/13	Email correspondence to J. Lopez regarding status of KDW retention order.	M V	0.20
07/18/13	Follow up emails regarding QSI retention order.	CLT	0.20
07/22/13	Check docket for QSI retention order (.2); email correspondence to Chambers regarding same (.2).	M V	0.40

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Client 022649
Matter 0002
July 15, 2014
Page 5

Total Fees Due (Including Applicable Discounts):	\$15,532.50
Total this Invoice	\$15,532.50

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July 15, 2014
Page 6

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Vicinanza, Marie	M V	5.80	\$1,392.00
Blaustein, Benjamin	BB	4.30	2,085.50
Wolfe, Craig	CAW	3.50	2,047.50
Elliott, Kristin S	KSE	7.80	3,783.00
Thompson, Catherine	CLT	21.10	6,224.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613365

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0003 Fee Matters (Applications & Objections)

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$4,251.00
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$4,251.00</u>

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Invoice No. 2613365Client 022649
Matter 0003 Fee Matters (Applications & Objections)

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/16/13	Review and comment on motion to approve interim compensation procedures.	BB	0.40
07/31/13	Prepare QSI first fee statement.	CLT	0.60
08/07/13	Review local rules regarding requirements for interim fee applications (1.2); prepare QSI second monthly fee statement (.8); prepare QSI first and second monthly fee statements for filing (.6).	CLT	2.60
08/07/13	Review and redact QSI invoices (.7); revise QSI monthly statements (.2).	KSE	0.90
08/08/13	Final revisions to QSI first and second monthly fee statements.	CLT	0.40
08/08/13	Organize and file QSI first and second monthly fee statements.	M V	0.70
08/09/13	Letters to Judge and UST regarding redacted and undacted QSI fee statements.	M V	0.20
08/12/13	Draft QSI first interim fee application (3.2).	CLT	3.20
08/27/13	Revise QSI fee application (.8) and instruct C. Thompson on additional changes to same (.1).	KSE	0.90
09/04/13	Final revisions to QSI first interim fee application.	CLT	0.90
09/11/13	Prepare QSI third monthly fee statement (.6); email QSI first interim fee application to QSI for approval (.3).	CLT	0.90

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Client 022649
Matter 0003
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
09/11/13	Instruct C. Thompson regarding QSI fee statement preparation and filing.	KSE	0.20
09/12/13	Email correspondence with M. Starkey regarding interim fee application.	CLT	0.40
09/18/13	Revise service list and file QSI third fee request and first interim fee.	M V	0.90

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Matter 0003
July 15, 2014
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Total Fees Due (Including Applicable Discounts):	\$4,251.00
Total this Invoice	\$4,251.00

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Matter 0003
July 15, 2014
Page 4

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Vicinanza, Marie	M V	1.80	\$432.00
Blaustein, Benjamin	BB	0.40	194.00
Elliott, Kristin S	KSE	2.00	970.00
Thompson, Catherine	CLT	9.00	2,655.00

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613366

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0004 Financing and Cash Collateral

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$7,793.00
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$7,793.00</u>

Terms: Payment Due on or Before August 14, 2014

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Bankruptcy CourtJuly 15, 2014
Invoice No. 2613366Client 022649
Matter 0004 Financing and Cash Collateral

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/15/13	Review proposed final cash collateral order and draft clause to preserve the Committee's right to object to same (1.3); emails with P. Tomasco (JW, Debtors' counsel) and S. Komrower (Cole Schotz, Hercules' counsel) regarding same (.5); strategy call with C. Wolfe regarding second day hearing on cash collateral and next steps (.6); review and analyze budget to actual report send by John Palmer (Tamarack Associates) (.4).	BB	2.80
04/15/13	Strategy call with B. Blaustein (KDW) on cash collateral issues.	CAW	0.60
04/19/13	Outline the committee's issues with cash collateral in advance of negotiations with Hercules regarding same.	BB	1.80
04/22/13	Review and revise final cash collateral order and provide comments to S. Komrower (Cole Schotz, counsel for Hercules (3.4); call with S. Komrower regarding the KDW's comments (.5).	BB	3.90
04/22/13	Receive update from B. Blaustein (KDW) on status of cash collateral order negotiations and provide comments back on same.	CAW	0.40
04/24/13	Call and emails with S. Komrower (counsel for Hercules) regarding comments to final cash collateral	BB	2.20

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Client 022649
Matter 0004
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/26/13	order (1.4); review and revise same in light of same (.8). Call with S. Komrower regarding open issues related to final cash collateral order.	BB	0.50
04/30/13	Additional emails with S. Komrower regarding the UCC's comments to the final cash collateral order.	BB	0.80
04/30/13	Review and comment on B. Blaustein's (KDW) update on cash collateral negotiations.	CAW	0.30
05/01/13	Additional negotiations with S. Komrower over final cash collateral order.	BB	0.50
05/02/13	Call with S. Komrower to finalize agreed cash collateral order.	BB	0.30
05/03/13	Additional negotiations with S. Komrower to finalize cash collateral order (.4); review and revise same (.4); emails with P. Tomasco regarding same (.2).	BB	1.00
07/24/13	Review of extended cash collateral budget.	KSE	0.70

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Matter 0004
July 15, 2014
Page 3

Total Fees Due (Including Applicable Discounts):	\$7,793.00
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Client 022649
Matter 0004
July 15, 2014
Page 4

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	13.80	\$6,693.00
Wolfe, Craig	CAW	1.30	760.50
Elliott, Kristin S	KSE	0.70	339.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613367

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0005 Asset Analysis, Recovery and Disposition

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$144,926.20
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$144,926.20</u>

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Matter 0005 Asset Analysis, Recovery and Disposition

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/17/13	Call with P. Tomasco (JW, Debtors' counsel), J. Palmer (Tamarack, Debtors' FAs), M. Quinn and A. Monroe (Q Advisors, Debtors' IBs), and C. Wolfe (KDW), regarding the sale process.	BB	0.50
04/17/13	Prepare for (.3) and participate in a call with the Debtors' professionals regarding the sale process (.5).	CAW	0.80
04/19/13	Analyze substantive consolidation and related issues (1.2) conduct preliminary research into standards for same (.7) and other initial findings with respect to core case issues (.6) and confer with C. Wolfe (KDW) regarding next steps (.6).	BB	3.10
04/24/13	Conduct dilligence into Pac-West's assets and liabilities per public information (.5); emails with P. Tomasco regarding the sale process (.2); outline key case issues in light of 341 meeting and additional meeting with key creditors (1.4); confer with C. Wolfe (KDW) regarding same (.6).	BB	2.70
04/26/13	Analyze the sale process to date (.3) and confer with C. Wolfe (KDW) regarding issues with same (.3); emails with P. Tomasco regarding same (.6).	BB	1.20
04/26/13	Investigate issues regarding the sale process (.6); confer	CAW	1.10

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Client 022649
Matter 0005
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	with B. Blaustein regarding same (.3); follow up on the sale process (.2).		
04/29/13	Additional review and analysis of the Debtors' schedules and list issues with same (2.1); analyze additional document requests for the Committee's investigation of assets and claims (.5) and emails with P. Tomasco (JW) regarding same (.3).	BB	2.90
04/30/13	Prepare for (.3) and conduct call with Q Advisors, P. Tomasco, J. Palmer and C. Wolfe regarding status of the sale process (.5); conduct additional dilligence into same (1.2); review and analyze issues related to proceeds from disposition of patents (.8); confer with C. Wolfe regarding the sale process and same (.5).	BB	3.30
04/30/13	Prepare for (.3) and participate with the Debtors' professionals regarding the sale process (.5); confer with B. Blaustein (KDW) regarding outcome of call (.6).	CAW	1.40
05/01/13	Call with J. Heithmann (KDW, Telecom Group) regarding the case's key telecom related issues.	BB	0.40
05/10/13	Prepare for (.4) and participate in a call with the debtors' professionals regarding the sale (.5).	CAW	0.90
05/14/13	Emails with M. Quinn (Q Advisors) regarding sale process.	BB	0.20
05/16/13	Analyze the Debtors' A/R and issues related to same (.8); confer with C. Wolfe (KDW) regarding same (.3); emails with P. Tomasco regarding collection issues related to same (.3).	BB	1.40
05/16/13	Confer with B. Blaustein (KDW) on the A/R	CAW	0.30

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Client 022649
Matter 0005
July 15, 2014
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	investigation.		
05/17/13	Prepare for and conduct update call with Q. Advisors regarding the sale process.	BB	0.50
05/24/13	Participate in Q Advisors update call.	KSE	0.40
05/30/13	Review interested parties report from Q Advisors (.6); email summary to C. Wolfe addressing, among other things, potential Committee overlap and issues resulting therefrom (.3).	KSE	0.90
05/31/13	Participate on weekly Q Advisors update call.	KSE	0.30
06/06/13	Quick review of proposed sale procedures and sale procedures motion.	CLT	0.40
06/06/13	Emails with P. Tomasco regarding sale documents (.2); brief review of APA (.6) and draft sale motion (.3); instruct C. Thompson regarding analysis of the sale motion (.1); conference with C. Wolfe regarding APA issues (.4).	KSE	1.60
06/12/13	Continue reviewing and marking up draft APA.	KSE	1.70
06/15/13	Finalize markup of APA, including drafting additional provision on excluded assets (1.6); finalize markup of bid procedures (.7).	KSE	2.30
06/17/13	Review updated version of sale procedures motion (.6); participate in Q Advisors sale update call (.4); discussions with C. Wolfe regarding the form APA (.6).	CLT	1.60
06/18/13	Review of secured lender comments to proposed bid procedures motion and stipulation extending challenge deadline.	CLT	1.20
06/19/13	Review of multiple versions of bid procedure documents, including motion and form APA.	CLT	2.70

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Matter 0005
July 15, 2014
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/19/13	Review and markup Hercules' comments to bid procedures (.9); email C. Wolfe and C. Thompson regarding same (.2); extensive negotiations of bid procedures with Hercules and Debtors to finalize bid procedures (1.6).	KSE	2.70
06/24/13	Review documents pertaining to the proposed sale (.4) and confer with K. Elliott (KDW) on sale issues and the sale subcommittee (.9).	CAW	1.30
06/24/13	Participate in call with Q Advisors regarding sale process and update (.5); review and make revisions to proposed bid procedures order and corresponding exhibits (.9).	CLT	1.40
06/24/13	Attend weekly sale update call with Q. Advisors (.4); analyze sale issues and strategy in light of likely stalking horse bids (2.8); confer with C. Wolfe on sale issues, sale subcommittee questions and strategy (.9); review filed sale documents and bid procedures order (.6); instruct C. Thompson on revisions to order (.2); calls with sale subcommittee on stalking horse and sale issues (.8).	KSE	5.70
06/25/13	Further review and revisions to bid procedures motion, order and other exhibits.	CLT	1.30
06/25/13	Call with Hercules to discuss sale issues (.4); email P. Tomasco (Debtor's counsel) to request Transition Services Agreement and meeting (.2); follow up analysis of Transition Services Agreement (.5); review and draft Management Services Agreement (1.3); comment on bidder charges to bid procedures order (.7).	KSE	3.10

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July 15, 2014
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/26/13	Confer with K. Elliott (KDW) on sale and bidder-related issues.	CAW	0.40
06/26/13	Status conference regarding sale process (.8); draft objection to bid procedures motion (3.1).	CLT	3.90
06/26/13	Conference with C. Wolfe regarding preliminary comments to draft MSA with bidder (.4) and issues with bidder's proposed changes to procedures order (.4); draft status update on bid procedures to sale subcommittee (.4); emails to Debtor's counsel regarding need to discuss same (.3); calls with debtor's professionals to address potential stalking horse issues (.6); begin reviewing Blue Casa bid (.9).	KSE	3.00
06/27/13	Confer with K. Elliott (KDW) regarding the TNCI APA (.6); analyze numerous sale issues and impact of closing structure on common working capital issues (1.3); continue to work on various issues pertaining to the sale (.9); outline potential pitfalls in the proposed TNCI deal structure (.4).	CAW	3.20
06/27/13	Participate in various calls relating to the bid procedures order and upcoming hearing (1.7); participate in bid procedures hearing (.8); review proposed asset purchase agreement from potential stalking horse bidder (2.3);.	CLT	4.80
06/27/13	Continued analysis of Blue Casa bid (.7); conference with C. Wolfe regarding material charges to form APA in Blue Casa bid (.6); email sale subcommittee regarding bid (.3); call Hercules counsel regarding bid (.4); negotiate final changes to bid procedures (.7) and circulate relevant blacklines (.3); review cure deadline	KSE	5.90

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Matter 0005
July 15, 2014
Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	proposals (.3); call to discuss and resolve cure procedures (.3); review and approve proposed order on cure procedures (.3); email debtors' counsel to schedule call to discuss bid (.1); attend hearing on bid procedures (.8); call with bidder's counsel regarding issues raised at sale hearing (.4); call with Lowell Feldman regarding Blue Casa bid (.5); call with debtors' counsel regarding Blue Casa bid (.2).		
06/27/13	Prepare bid procedures order for submission to Judge.	M V	0.40
06/28/13	Participate in call with Q Advisors regarding sale process update (.5); multiple calls with debtors' professionals regarding terms of sale and sale process deadlines (2.1).	CLT	2.60
07/01/13	Confer with K. Elliott (KDW) regarding issues involving the sale subcommittee and potential qualification of a stalking horse (.4); analyze merits of a stalking horse designation in light of current facts (.8).	CAW	1.20
07/01/13	In-depth review of potential stalking horse bid and APA schedules.	CLT	5.40
07/01/13	Email Debtors and Hercules to establish bid evaluation call (.2); instruct C. Thompson(KDW) regarding preparation of bid comparison chart (.2); review schedules to form APA (.7) and instruct C. Thompson regarding same (.1); conference with C. Wolfe (KDW) regarding sale subcommittee issues for stalking horse qualification (.4).	KSE	1.60
07/02/13	Review blackline of TNCI amended bid (5.2); review of prior TNCI bankruptcy case and similarities to UPH	CLT	6.30

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July 15, 2014
Page 7

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
07/02/13	case (1.1). Emails to new sale subcommittee members (.4); review TNCI bid (2.8); summarize TNCI bid and issues related thereto (1.9).	KSE	5.10
07/03/13	Review UPH bid materials and summary (1.3); analyze the bids (.8); analyze the insider bid issue and discuss same with K. Elliott (KDW) (.4); prepare for a call with the Debtors (.3); participate in a call with the Debtors regarding designation of the stalking horse (.7); outline strategy for improving the bids (.8).	CAW	4.30
07/03/13	Follow up with K. Elliott regarding status of scheduled sale call.	CLT	0.20
07/03/13	Review TNCI schedules (.7); conference with C. Wolfe regarding TNCI bid issues (1.1); revise bid analysis (.6); and email subcommittee (.2); prepare for (.3) and attend sale subcommittee call (.6); call with Hercules' counsel regarding bids (.4); brief review of Onvoy (.9) and 01 bids (1.0); call with sale subcommittee member regarding status (.3); prepare for (.4) and attend call with Debtors and Hercules regarding stalking horse evaluation (.6); follow up call with Hercules' counsel (.3); email sale subcommittee regarding insider bid and other concerns with designation of TNCI as stalking horse (.5).	KSE	7.90
07/04/13	Work with K. Elliott (KDW) on issues related to the designation of the stalking horse and settling with Hercules on issues regarding the sale.	CAW	0.90
07/04/13	Brief review of cure notice and forward to KDW team.	CLT	0.40

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Matter 0005
July 15, 2014
Page 8

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
07/04/13	Detailed review of Onvoy bid (2.1) review Blue Casa blackline bid (.6); emails with M. Quinn regarding open stalking horse issues (.6); begin drafting objection to stalking horse designation (1.3).	KSE	4.60
07/05/13	Continue working on a settlement with Hercules in connection with the issues with the bids and the sale generally.	CAW	1.70
07/05/13	Brief research regarding standard for stalking horse protections in 5th circuit.	CLT	2.10
07/05/13	Continue drafting objection to stalking horse designation (1.2); settlement call with Hercules' counsel (.4); call with C. Wolfe regarding Hercules' proposal to resolve stalking horse issue (.3); attend sale subcommittee call (.4); email C. Wolfe regarding resolution of stalking horse designation objection; email committee regarding sale status and cure notice (.4).	KSE	2.70
07/06/13	Prepare chart of important sale dates for committee members (.8); extensive review of bids submitted for UPH assets (4.4).	CLT	5.20
07/08/13	Continue reviewing bids (1.2) and prepare summary chart of same (2.4).	CLT	3.60
07/08/13	Emails to debtors' counsel regarding Holloway bid documents (.2); review Onvoy bid and management agreement (.6); review cure schedules (.4).	KSE	1.20
07/09/13	Confer with K. Elliott (KDW) regarding the bids and upcoming auction (.4); prepare for the auction (.6).	CAW	1.00
07/09/13	Multiple revisions to bid comparison matrix KDW document with information from bids submitted for	CLT	4.70

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Page 9

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	auction and discussions with K. Elliott (KDW) regarding same (3.6); begin researching issues for sale objections (1.1).		
07/09/13	Prepare materials for auction.	KSE	0.30
07/09/13	Review and revise bid summaries (.7); conference with C. Wolfe regarding auction prep (.4); revise bid summaries for Onvoy and 01 (.8); review working capital differences between TNCI and Onvoy (.4) and summarize for C. Wolfe (.2); conference with C. Thompson (.4) to finalize auction materials.	KSE	2.90
07/10/13	Prepare for (2.9) and participate in the auction (1.0); confer with K. Elliott (KDW) regarding results and strategy regarding same (.4).	CAW	4.30
07/10/13	Review and summarize USAC objection to sale (.9); continue researching issues for sale objection (5.6).	CLT	6.50
07/10/13	Attend auction (1.0); conference with C. Wolfe regarding auction results (.4); call with bidder's counsel (.2); call with Hercules' counsel (.2); draft agenda/issues list for call with P. Tomasco (.4); emails with P. Tomasco, S. Komrower and C. Wolfe to continue settlement discussions in light of auction results (.3).	KSE	2.50
07/11/13	Continue researching for sale objection (2.1); call with P. Tomasco (Jackson Walker) regarding outstanding issues (.4); review of TNCI final schedules (.9).	CLT	3.40
07/11/13	Review research results on sale objection issues (2.2); outline sale objection issues (1.4); prepare for (.3) and attend sale subcommittee call (.9); email S. Komrower regarding negotiations (.3).	KSE	5.10

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0005
July 15, 2014
Page 10

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
07/12/13	Outline sale objection points (1.4); confer with K. Elliott (KDW) regarding preparing the objection (.4).	CAW	1.80
07/12/13	Brief review of Frontier cure objection (.6); further review of TNCI MSA for objection purposes (.8); review notice of successful bidder (.4); review motion to continue sale hearing and motion to expedite (.8); perform further research for sale objection (.6); participate in conference regarding discovery needs with K. Elliott and S. Flanagan (both of KDW) (.8); begin drafting sale objection (2.1).	CLT	6.10
07/12/13	Conference with C. Wolfe and C. Thompson regarding Sale objection (.4); conference with S. Flanagan regarding preparation of discovery requests (.7); review TNCI APA in connection with preparing sale objection (1.1); outline sale objection (1.7); outline categories of document demands to include with discovery requests (.6).	KSE	4.50
07/12/13	Follow procedures for ordering transcript of sale.	M V	0.60
07/12/13	Review the committee's objection to the bid procedure motion to get information about what documents should be requested and which individuals need to be deposed (.6) and begin drafting requests (1.8).	SF	2.40
07/13/13	Review sale dates motion (.2) and confer with K. Elliott (KDW) regarding same (.3).	CAW	0.50
07/13/13	Draft preliminary objection to sale (1.2); participate in multiple calls and e-mail traffic with KDW team and members of the creditors' committee regarding strategy going forward (1.0); continue drafting sale objection	CLT	5.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0005
July 15, 2014
Page 11

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
07/13/13	(2.2); continued review of case law to cite in sale objection to cite in sale objection (1.1). Review motion to vacate sale dates (.8); conference with C. Wolfe regarding same (.3); email recommendation to the Committee and follow up correspondence regarding same (.6); emails with Debtors' counsel and Hercules' counsel regarding same (.4); lengthy call with Hercules' counsel regarding sale issues and timing (.5); email update on Hercules call to C. Wolfe (.2); call with Committee chair regarding strategy (.6); outline legal argument section of sale objections (.9); review calculation of Hercules' claim if interest recharacterized (.3); draft summary framework for settlement (.3); review cash collateral order regarding 506(c) waiver (.2) and budget (.3).	KSE	5.40
07/13/13	Draft document requests attached to subpoenas and deposition subpoenas for debtor and debtor's stalking horse.	SF	5.20
07/14/13	Prepare for and participate in a call with the Debtors and Hercules regarding the sale and settlement issues.	CAW	0.60
07/14/13	Participate in call with Hercules and debtors' counsel regarding possible sale objection and settlement of same (.6); continue review of case law for the sale objection (2.1); prepare chart to keep track of cure objections and cure cap limitations (.8).	CLT	4.70
07/14/13	Revise background section of sale objection (2.7); prepare for (.2) and participate on call with Hercules and Debtors to discuss sale objections and timing issues	KSE	5.40

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0005
July 15, 2014
Page 12

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
07/15/13	(.7); draft legal argument in opposition to sale (1.6); email AT&T's counsel regarding request to support extension motion (.2). Several calls and emails with K. Elliott (KDW) on negotiations with Hercules in order to get committee support for the sale (.6); prepare for a committee call on the sale (.4); call with L. Feldman (Samsara) re same (.2); participate in call on sale with the committee (.5).	CAW	1.70
07/15/13	Review cure objections filed (2.4); prepare chart to track delta between proposed cure amounts and filed cure amounts (1.8); continue drafting objection to sale (2.6).	CLT	6.80
07/15/13	Extensive negotiations with Hercules repairing Committee's objections to Sale (2.5); continue drafting legal argument section of sale objection (1.2).	KSE	3.70
07/15/13	Calls to and from Court and court reporter regarding transcripts of 6/27/2013 and 7/10/2013 hearings.	M V	0.30
07/16/13	Several calls and emails with K. Elliott (KDW) regarding negotiations with Hercules on the sale and protections for the estate (.7); call with S. Komrower (Hercules) regarding same (.2); call with K. Elliott regarding same (.3); call with L. Feldman (Samsara) regarding same (.1); call with L. Feldman and K. Elliott regarding same (.3); participate in a committee call to approve the deal with Hercules on the sale (.6).	CAW	2.20
07/16/13	Strategy conference with KDW team regarding sale objection and moving forward (.4); continue drafting objection (2.0).	CLT	2.40

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0005
July 15, 2014
Page 13

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
07/16/13	Negotiations with S. Komrower (Hercules's Counsel) regarding settlement proposal (1.2); review pleadings (.4) and correspondence (.2) related to motion to vacate sale hearing; attend hearing on AT&T motion to continue sale hearing date (1.1); call with committee member regarding sale status (.3); conference with C. Wolfe regarding settlement strategy (.4); call with Verizon regarding sale order (.1); review Verizon language for sale order (.2); and review and comment on proposed form of sale order (.6).	KSE	4.50
07/17/13	Review filed proposed sale order for changes requested by committee (.9); review sale objections and summarize same (2.8).	CLT	3.70
07/17/13	Negotiate changes to Sale Order with Hercules and Purchaser (2.2); extensive revisions to form of Sale Order (1.3); and emails among all parties to coordinate changes (.6).	KSE	4.10
07/18/13	Confer with K. Elliott (KDW) regarding the sale approval issues and Hercules deal in connection with the sale.	CAW	0.40
07/18/13	In-depth review of proposed sale orders and various blacklines for missed changes.	CLT	1.70
07/18/13	Review filed form of revised sale order (.3) and email P. Tomasco regarding additional changes (.2); review AT&T's proposed sale order insert (.3) and follow up emails regarding same (.2); emails with C. Wolfe regarding how to address terms of Hercules settlement at the hearing (.4) and call with S. Komrower regarding	KSE	1.60

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Client 022649
Matter 0005
July 15, 2014
Page 14

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	same (.2).		
07/19/13	Attend global conference call to address comments/objections to form of sale order.	KSE	1.30
07/21/13	Review revised, filed sale order (.3) and email C. Wolfe (.1); review Debtors' response to sale objections (.3).	KSE	0.70
07/22/13	Review revised sale order (.3) and email C. Wolfe (.1); conference with C. Wolfe to prepare for sale hearing (.3); call with Hercules' counsel regarding Quest comments for Sale Order (.2).	KSE	0.90
07/25/13	Extensive review of cure issues related to the sale.	CAW	3.70
07/26/13	Confer with K. Elliott regarding cure hearing and related issues.	CAW	0.20
07/26/13	Attend pretrial conference on cure cost disputes (.4); telephone conference with L. Feldman regarding Cure Settlements (.2); confer with C. Wolfe regarding same (.2).	KSE	0.80
08/01/13	Email P. Tomasco regarding status of cure disputes (.2); review draft AT&T (.4) and Qwest (.5) stipulations; email C. Wolfe regarding same (.2).	KSE	1.30
08/05/13	Review orders approving ATT & Qwest stipulations.	KSE	0.20
08/06/13	Attend hearing on unresolved cure issues (.3); email update to C. Wolfe (.2).	KSE	0.50
08/06/13	Begin drafting global settlement/plan term sheet.	KSE	1.30
08/13/13	Review of debtors' draft motion to sell patents.	CLT	0.60
08/14/13	Review docket for transcript of 7/22/2013 sale hearing.	M V	0.30
09/05/13	Call with P. Tomasco (debtors counsel) for update on case and status of initial closing (.4); update K. Elliott regarding same (.2).	CLT	0.60

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Client 022649
Matter 0005
July 15, 2014
Page 15

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
09/06/13	Review email from Debtors regarding status of regulatory approvals for the Sale (.1); email C. Wolfe regarding same (.1).	KSE	0.20
09/27/13	Review closing working capital calculation (.3); related emails regarding same (.1).	KSE	0.40
10/02/13	Confer with K. Elliott and C. Thompson to assess working capital analysis from buyer.	CAW	0.80
10/02/13	Review of working capital analysis from purchaser and discussion of same with C. Wolfe and K. Elliott (KDW).	CLT	0.80
10/02/13	Review buyer's working capital calculation (.3); confer with C. Wolfe to assess impact of buyer's calculation on the case (.8).	KSE	1.10
10/03/13	Conference with K. Elliott regarding working capital dispute and it's impact on the cases; discuss strategy for addressing these issues.	CAW	0.70
10/03/13	Call with J. Palmer regarding working capital issues (.6); review Qwest and AT&T stipulations in connection with working capital dispute (.3); conference with C. Wolfe (KDW) regarding working capital dispute, its impact on the cases and strategy for addressing (.7); emails with Debtors' and Hercules' counsel to schedule working capital call (.2).	KSE	1.80
10/07/13	Draft email to S. Wilamowsky (Bingham) regarding production of documents.	CLT	0.40
10/07/13	Call with C. Wolfe to prepare for working capital call (.3); call with S. Komrower on working capital and plan issues (.4); call with S. Komrower and P. Tomasco	KSE	1.60

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0005
July 15, 2014
Page 16

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	regarding tax motion strategy and plan issues (.7); email S. Wilamowsky regarding AT&T and Qwest settlement agreements (.2).		
10/09/13	Emails with S. Komrower and P. Tomasco regarding discovery for working capital dispute (.3); phone call from TNCI's counsel regarding same (.1).	KSE	0.40
10/14/13	Numerous email exchanges with buyers' counsel, Hercules' counsel and debtors' counsel regarding discovery on working capital dispute (.8); call Qwest's counsel (.2), AT&T's counsel (.1) and TNCI's counsel (.1) regarding same.	KSE	1.20
10/16/13	Review and comment on confidentiality agreement with Qwest in context of WCA dispute.	CAW	0.20
10/17/13	Revise email authorization to share TNCI/Qwest agreement (.2); email TNCI's counsel regarding same (.1); review TNCI position letter on working capital issue (.8).	KSE	1.10
10/18/13	Email exchanges with K. Elliott regarding strategy for working capital discovery.	CAW	0.50
10/18/13	Extensive email exchange with Hercules' counsel and C. Wolfe regarding working capital discovery and strategy.	KSE	0.90
10/21/13	Conference with K. Elliott regarding Rule 60 Objection/relief to address capital issue.	CAW	0.30
10/21/13	Review FRCP 60 and related caselaw for possible use in working capital dispute (1.7); review APA provisions impacting working capital dispute (.4) ; call with Hercules' counsel to discuss Rule 60 argument in	KSE	2.70

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0005
July 15, 2014
Page 17

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	working capital dispute (.3); confer with C. Wolfe regarding Rule 60 objection/relief to address working capital issue (.3).		
10/22/13	Extensive analysis of APA and AT&T/Qwest stipulations in connection with working capital dispute (2.3); analyze contract interpretation arguments to use against TNCI in working capital dispute (2.4); outline plain meaning argument why unambiguous APA provisions require estate's working capital result (1.4); review/analyze escrow release issue (.4); email S. Komrower regarding same.	KSE	6.70
10/22/13	Conference with D. Kane regarding working capital issue .	KSE	0.60
10/23/13	Email communication with K. Elliott regarding escrow and working capital issues.	CAW	0.40
10/23/13	Email correspondence with K. Elliott regarding Debtors' motion to approve and assign the contracts to TNCI.	CAW	0.20
10/23/13	Status conference with K. Elliott (KDW) regarding working capital adjustment dispute (.3); research regarding Texas contract law (2.2).	CLT	2.50
10/23/13	Lengthy call with Hercules' counsel on working capital dispute strategy (.6), finish outline of contract based working capital argument (1.3); several emails with C. Wolfe regarding escrow issues and working capital dispute (.4); status conference with C. Thompson (.3).	KSE	2.60
10/23/13	Review Debtors' motion to approve and assign contracts to TNCI (.2) and emails with C. Wolfe regarding same	KSE	0.40

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0005
July 15, 2014
Page 18

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	(.2).		
10/24/13	Review (.8) and comment (1.4) on Motion to Release Sale Proceeds; revise TX contract law principles supporting estates' working capital assignments (1.7); continue developing strategy for defeating TNCI on AT&T and Qwest Receivables (3.2).	KSE	7.10
10/25/13	Check docket for transcript of Sale hearing; call transcriber to discuss procedure and discuss with K. Elliott.	M V	0.20
10/28/13	Review TNCI litigation hold letter (.2); conference with C. Wolfe regarding implementation of same (.4).	KSE	0.60
10/29/13	Draft joinder to Hercules and debtors' motion to enforce the Sale Order and release escrowed funds.	CLT	1.20
10/29/13	Review TNCI proposal to resolve escrow dispute (.2) and Hercules' proposed response to same (.2); review escrow agreement (.3) and email my recommendations to C. Wolfe for approval (.2); review escrow rates and interest compounding issues (.8); emails with S. Komrower and P. Tomasco regarding TNCI proposal (.4); review and comment on motion to expedite escrow payment (.3); review TNCI letter on AT&T nWire agreement (.4); review emails with S. Komrower and P. Tomasco regarding estate response (.2); review schedules to APA (.3) and my notes (.2) in connection with same; addressing litigation hold issues with C. Wolfe (.7) and S. Caley; emails with S. Wilamowsky regarding same (.2).	KSE	4.40
10/30/13	Analyze APA provisions regarding working capital	KSE	5.90

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Client 022649
Matter 0005
July 15, 2014
Page 19

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	calculation (.6); revise outline of working capital argument to include new arguments to raise (2.9); call with TNCI's counsel to discuss litigation hold letter (.4); email QSI regarding same (.2) and Committee (.6) regarding litigation hold; review Hercules outline of working capital motion (.7); review and revise joinder to APA enforcement motion (.5).		
10/31/13	Review information regarding AT&T and Qwest receivables (1.2); conference with M. Starkey regarding same (.3); analyze APA escrow proposal by Hercules (.4); attend to amended APA joinder issues (.2); strategy call with Hercules' counsel on valuation issues and working capital arguments (.4).	KSE	2.50
10/31/13	Prepare certificate of service, file and supervise service of joinder to Debtors' and Hercules motion.	M V	0.60
11/01/13	Review motion to expedite hearing on joint motion to enforce (.4); email S. Wilamowsky regarding same (.2).	CLT	0.60
11/04/13	Attend to litigation hold issues/compliance (2.2); review representations and warranties in APA and survival clauses relative to same (1.3); revise Texas law on remedies for breach and/or post-closing survival of representations and warranties in APA (3.6).	KSE	7.10
11/05/13	Strategy conference with K. Elliott regarding working capital issue.	CAW	0.10
11/05/13	Review and comment on Hercules proposal to resolve escrow dispute (.9); call with S. Komrower regarding escrow and working capital issues (.3); conference with C. Thompson (.4) and QSI (.3) on	KSE	5.90

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Client 022649
Matter 0005
July 15, 2014
Page 20

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	; review 9th Circuit decision (.7); call with J. Palmer (.2); prepare for (1.2) and conduct 408 call with TNCI (.7); follow up with S. Komrower (.2); negotiate escrow settlement provisions (.4); analyze direct ICC receivables (.6).		
11/05/13	Confer with K. Elliott regarding transcript of 7/22 hearing (.1); prepare application and file same (.4); arrange for appearance at 11/25 hearing (.3).	M V	0.80
11/06/13	Call with S. Wilamowsky regarding escrow motion (.3); call with S. Komrower regarding same and working capital strategy (.4); conference with C. Wolfe regarding same (.3); review letter to TNCI on nWire issue (.4); call with court on transcript request (.1); review Hercules escrow release motion (.2).	KSE	1.70
11/07/13	Review sale hearing transcript (1.8); incorporate changes to working capital argument (1.8).	KSE	3.60
11/11/13	Review TNCI's proposed scheduling order on working capital dispute (.2); strategy call with Hercules and Debtors (.8); call from TNCI's counsel regarding mediation proposal (.2); update C. Wolfe on status (.1).	KSE	1.30
11/12/13	Mark up proposed terms for mediation (.3); email Hercules and Debtors regarding same (.1).	KSE	0.40
11/13/13	Negotiate with TNCI's counsel over proposed procedures for litigating working capital dispute (.2); emails with Debtors, TNCI and Hercules regarding same (.3).	KSE	0.50
11/21/13	Conference with K. Elliott regarding status of working capital issues.	CAW	0.60

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Client 022649
Matter 0005
July 15, 2014
Page 21

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/21/13	Update C. Wolfe on status of all open case issues.	KSE	0.60
11/22/13	Analyze Hercules escrow proposal, including various recovery scenarios thereunder (1.2); multiple conferences with C. Wolfe regarding same (.7); call with Committee member regarding escrow proposal (.3); review escrow agreement (.2); negotiate terms of escrow release with Debtors and Hercules (.4).	KSE	2.80
11/23/13	Negotiate with Hercules over terms of escrow release motion.	KSE	0.40
11/24/13	Conference with K. Elliott regarding status of escrow negotiations.	CAW	0.20
11/24/13	Conference with C. Wolfe regarding status of escrow negotiations (.2); emails and calls with Hercules and the Debtors regarding same (.3); email status updates and recommendations to the Committee (.4).	KSE	0.90
11/25/13	Conference with K. Elliott regarding outcome of telephone calls with Hercules and the Debtors.	CAW	0.10
11/27/13	Review debtors' proposed scheduling order for working capital dispute (.2); emails to confirm dates therein and strategic points (.2).	KSE	0.40
12/12/13	Review and edit debtors' working capital discovery.	CLT	2.70
12/15/13	Review and comment on proposed working capital discovery (.7); instruct C. Thompson regarding my changes (.1).	KSE	0.80
12/16/13	Further revisions to discovery requests regarding working capital dispute.	CLT	1.10
12/26/13	Strategy conference with K. Elliott for mediation.	CAW	0.20
12/26/13	Conference with C. Wolfe regarding strategy for	KSE	0.20

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Client 022649
Matter 0005
July 15, 2014
Page 22

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	mediation.		

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Matter 0005
July 15, 2014
Page 23

Total Fees Due (Including Applicable Discounts):	\$144,926.20
Total this Invoice	\$144,926.20

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Client 022649
Matter 0005
July 15, 2014
Page 24

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Vicinanza, Marie	MV	3.20	\$768.00
Flanagan, Sean	SF	7.60	3,967.20
Blaustein, Benjamin	BB	16.20	7,857.00
Wolfe, Craig	CAW	38.20	22,347.00
Elliott, Kristin S	KSE	166.50	80,752.50
Thompson, Catherine	CLT	99.10	29,234.50

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101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

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JP MORGAN CHASE, N.A.
ABA # [REDACTED]
SWIFT CODE: [REDACTED]
ACCOUNT NAME: KELLEY DRYE & WARREN LLP
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PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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Bankruptcy Court

July 15, 2014
Invoice No. 2613368

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0006 Executory Contracts and Leases

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$2,835.00
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$2,835.00</u>

Terms: Payment Due on or Before August 14, 2014

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JP MORGAN CHASE, N.A.
ABA # [REDACTED]
SWIFT CODE: [REDACTED]
ACCOUNT NAME: KELLEY DRYE & WARREN LLP
ACCOUNT # [REDACTED]
PLEASE INDICATE CLIENT, MATTER AND
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MUMBAI, INDIAUnsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy CourtJuly 15, 2014
Invoice No. 2613368Client 022649
Matter 0006 Executory Contracts and Leases

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/30/13	Analyze issues related to Debtors' second omnibus motion to reject certain contracts and leases (.5); draft comments to the proposed order on same (.4); confer with C. Wolfe regarding same (.2).	BB	1.10
05/02/13	Work on locating potential brokers for marketing of One Wilshire lease (.2); emails with R. LeHane (KDW) and P. Tomasco (Debtors' counsel) regarding same (.4).	BB	0.60
05/09/13	Call with K. Gwynne, counsel for Qwest, regarding outstanding contracts of same.	BB	0.80
05/30/13	Review motion to reject executory contracts for impact and prepare summary email of same.	CLT	0.60
07/08/13	Review debtors' motion to extend time to assume or reject leases (.3) and prepare summary of same (.4).	CLT	0.70
07/09/13	Review of motion to reject contracts (.4) and prepare summary of same (.3).	CLT	0.70
07/09/13	Review emails on contract rejection motion.	KSE	0.20
07/24/13	Review and analyze the Qwest claims (.7) and confer with K. Elliott regarding the stipulation regarding Qwest (.2).	CAW	0.90
07/24/13	Review draft stipulation resolving Qwest claims (.4) and confer with C. Wolfe (KDW) regarding same (.2).	KSE	0.60

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0006
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
08/01/13	Review entered order on motion to extend time to assume or reject leases (.2) and update critical dates chart to reflect modified date (.2).	CLT	0.40

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0006
July 15, 2014
Page 3

Total Fees Due (Including Applicable Discounts):	\$2,835.00
Total this Invoice	\$2,835.00

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Client 022649
Matter 0006
July 15, 2014
Page 4

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	2.50	\$1,212.50
Wolfe, Craig	CAW	0.90	526.50
Elliott, Kristin S	KSE	0.80	388.00
Thompson, Catherine	CLT	2.40	708.00

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613369

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0007 Avoidance Actions

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$32,532.00
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$32,532.00</u>

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Bankruptcy CourtJuly 15, 2014
Invoice No. 2613369Client 022649
Matter 0007 Avoidance Actions

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/16/13	Begin extensive review and analysis of historical transactions and the debtors' November 2012 merger with Pac-West (2.4); prepare list of additional documents needed for investigation (.5) and draft document request to P. Tomasco (JW) (.6); review initial set of responsive documents from P. Tomasco, including the debtors' tax returns, merger documents, and related financing documents (2.2).	BB	5.70
04/16/13	Review initial report by B. Blaustein (KDW) on potential causes of action against lender in connection with due diligence project (.2); continue investigating/researching follow-up issues regarding same (1.4).	CAW	1.60
04/17/13	Extensive research and analyze of causes of action and claims related to the debtors' LBO (4.5); outline initial conclusions (.8) and confer with C. Wolfe (KDW) regarding same (1.0).	BB	6.30
04/17/13	Review updated materials from B. Blaustein on due diligence in connection with the lender and the challenge period under the cash collateral order (.3); confer with B. Blaustein regarding same (1.0); review	CAW	2.10

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0007
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	materials on LBO-type causes of action and update report (.8).		
04/18/13	Continue review of transaction documents to further identify potential claims resulting from same (2.2); review and analyze scope of Hercules' security interests (2.5); prepare document request to S. Komrower (Cole Schotz, counsel for Hercules) regarding same (.5).	BB	5.20
04/21/13	Continue investigation of Hercules' liens (1.6); outline initial conclusions and share same with C. Wolfe (KDW) (.4).	BB	2.00
04/22/13	Additional review of documents provided by I. Volkov (Cole Schotz, Hercules' counsel) (.3) and email same additional document requests (.3); initial review and analysis of 90-day payments to evaluate potential value of preference actions (.8).	BB	1.40
04/22/13	Conduct initial investigation into whether there are insider claims as well as the relationship between the Debtors and insiders regarding IP (4.6); report initial concerns to B. Blaustein (KDW) for follow up inquiries to Debtors (.2).	CAW	4.80
04/25/13	Continue due diligence on lender claims.	CAW	2.60
04/26/13	Review additional documents related to Hercules' original loan to Pac-West in connection with investigations of liens and claims against same.	BB	0.80
04/28/13	Continue working on analysis of Debtors' pre-petition transactions (3.8) and prepare internal memorandum on same (1.3).	BB	5.10
04/29/13	Continued work on the lender claim analysis.	CAW	2.70

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0007
July 15, 2014
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/02/13	Analyze status of Committee's investigations and draft additional document requests to P. Tomasco.	BB	0.90
05/07/13	Review and analyze additional documents received from Hercules related to loans to PAC West and UPH.	BB	2.40
06/03/13	Prepare for (.6) and participate in a call with QSI (.5).	CAW	1.10
06/04/13	Status conference with K. Elliott regarding LBO investigation and claims and follow up with next steps (.5); research regarding avoidance of LBO transactions (3.3).	CLT	3.80
06/05/13	Review file on LBO issues and challenge period claims.	KSE	1.40
06/06/13	Confer with K. Elliott (KDW) regarding challenge period issues and potential avoidance claims (.3); investigate same (.6).	CAW	0.90
06/06/13	Continued research into avoidability of LBO transactions.	CLT	2.70
06/06/13	Conference with C. Thompson regarding structure of prepetition transaction with Hercules (.4); conference with C. Wolfe regarding challenge period issues (.3); outline open issues to prepare for discussions with Hercules (.7).	KSE	1.40
06/07/13	Review LBO avoidance action research and materials from K. Elliott (KDW) and analyze same in connection with making final recommendation to pursue or abandon the claims.	CAW	2.90
06/07/13	Review of various lender related documents in preparation for call with secured lender and discussion regarding extension of challenge time.	CLT	2.10
06/07/13	Review 2010 files for Unipoint and Pac West (.8);	KSE	4.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0007
July 15, 2014
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	review 2011 loan documents (1.4); review cash collateral order (.3); review payment history to Hercules (.6); call with S. Komrower to negotiate challenge period issues (.3); briefly review recent caselaw on LBO challenges (.7); email update to C. Wolfe (.4).		
06/14/13	Draft stipulation extending challenge period (1.4) and email S. Komrower regarding same (.2).	KSE	1.60
06/25/13	Final revisions to stipulation extending challenge deadline.	CLT	0.40
06/26/13	Upload stipulation and order regarding extension of committee challenge period.	M V	0.40
06/28/13	Check docket and email to Chambers regarding status of stipulation and order regarding Committee's challenge period.	M V	0.30

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July 15, 2014
Page 5

Total Fees Due (Including Applicable Discounts):	\$32,532.00
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July 15, 2014
Page 6

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Vicinanza, Marie	M V	0.70	\$168.00
Blaustein, Benjamin	BB	29.80	14,453.00
Wolfe, Craig	CAW	18.70	10,939.50
Elliott, Kristin S	KSE	8.90	4,316.50
Thompson, Catherine	CLT	9.00	2,655.00

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613370

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0008 Claims Administration and Objections

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$6,215.00
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$6,215.00</u>

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Invoice No. 2613370Client 022649
Matter 0008 Claims Administration and Objections

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/30/13	Additional analysis of impact of potential substantive consolidation on the claims pool (1.8); analyze the current bar date notice and issues related to same (.3).	BB	2.10
05/02/13	Review, revise and finalize bar date motion (.8); emails with J. Wertz (JW, Debtors' counsel) regarding same (.4).	BB	1.20
05/03/13	Review and provide comments to motion to expedite consideration of claims procedures motion (.4); emails with J. Wertz regarding same (.1).	BB	0.50
05/13/13	Additional analysis of schedules and status of filed claims and known claims of Committee members to further understand the creditor body and unsecured claims pool.	BB	0.80
08/09/13	Analyze Hercules claim under current assumptions.	CAW	0.70
08/22/13	Review claims filed against all debtors for rough estimate of general unsecured claims.	CLT	1.70
08/27/13	Email J. Palmer (Debtor's FA) regarding Hercules' deficiency claim (.1); review estimated deficiency claim calculation (.2).	KSE	0.30
09/09/13	Review Hercules's calculation of its estimated deficiency claim (.3) and email C. Wolfe regarding	KSE	0.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0008
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
09/11/13	same (.2). Review of debtors' 505 motion (.6); prepare summary of same (.3).	CLT	0.90
10/02/13	Analyze tax issues pertaining to the debtors' 505 tax motion to prepare K. Elliott (KDW) for committee recommendation.	CAW	0.90
10/02/13	Review responses to debtors' 505 motion.	CLT	1.10
10/03/13	Confer with K. Elliott regarding substance of and issues related to summary of tax motion responses.	CAW	0.40
10/03/13	Summarize responses to debtors' 505 motion.	CLT	1.40
10/03/13	Review summary of tax motion responses (.3); conference with C. Wolfe regarding substance of and issues related to same (.4).	KSE	0.70
11/26/13	Review administrative bar date motion and motion to adjourn disclosure statement hearing.	KSE	0.40
12/02/13	Attend hearing on administrative bar date motion (.6); review filed priority wage claims (.2).	KSE	0.80

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July 15, 2014
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Total Fees Due (Including Applicable Discounts):	\$6,215.00
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July 15, 2014
Page 4

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	4.60	\$2,231.00
Wolfe, Craig	CAW	2.00	1,170.00
Elliott, Kristin S	KSE	2.70	1,309.50
Thompson, Catherine	CLT	5.10	1,504.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613371

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0009 Disclosure Statement and Plan of Reorganization

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$67,173.30
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$67,173.30</u>

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Client 022649
Matter 0009 Disclosure Statement and Plan of Reorganization

Attorney: 01118

Page 1

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
07/08/13	Analyze strategy in light of debtors' exclusivity motion and consider co-exclusivity issues (.6); confer with K. Elliott (KDW) regarding same (.3).	CAW	0.90
07/08/13	Review debtors' motion to extend exclusivity and prepare summary of same.	CLT	0.90
07/08/13	Email with C. Wolfe on recommendation for debtors' motion to extend exclusivity (.3).	KSE	0.30
08/09/13	Analyze the proposed plan structure, substantive consolidation issues, and timing issues (1.6); confer with K. Elliott (KDW) regarding same (.2).	CAW	1.80
08/09/13	Conference with C. Wolfe regarding plan structure and timing.	KSE	0.20
08/13/13	Work on plan term sheet.	KSE	0.60
08/15/13	Continue drafting plan term sheet.	KSE	5.70
08/16/13	Review and provide comments to the plan term sheet.	CAW	0.90
08/16/13	Review and revise plan term sheet.	CLT	1.10
08/16/13	Revise plan term sheet (2.4); confer with C. Thompson on follow-up tasks (.2); email draft term sheet to S. Komrower (.2).	KSE	2.80
08/20/13	Email with S. Komrower regarding status of plan term sheet (.2); email update on term sheet to C. Wolfe (.1).	KSE	0.30

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Matter 0009
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
09/03/13	Review the secured party settlement/plan termsheet and provide comments to K. Elliot (KDW) on same.	CAW	0.60
09/03/13	Review Hercules's comments to term sheet (.6); comment on same (1.2); emails with C. Wolfe to finalize comments (.3).	KSE	2.10
09/04/13	Review and provide comments to the latest version of the termsheet.	CAW	0.60
09/04/13	Follow up with Hercules on plan term sheet (.2) and update C. Wolfe on status (.1); review and recirculate term sheet per Hercules' comments (.3).	KSE	0.60
09/05/13	Further revisions to final plan term sheet (.4); blackline term sheet (.2) and email Hercules's counsel for final approval (.2).	KSE	0.80
09/06/13	Emails with Hercules (.3) and to Debtors' counsel (.2) regarding plan term sheet issues.	KSE	0.50
09/09/13	Confer with C. Wolfe regarding term sheet and open committee items.	KSE	0.20
09/12/13	Call debtors' counsel (.2) and Hercules's counsel (.1) regarding open plan issues and need for all hands call to address same.	KSE	0.30
09/19/13	Analyze plan trustee issues (.6) and participate in a call with the committee chairperson regarding same (.2).	CAW	0.80
09/19/13	Prepare for (.2) and attend conference call with Debtors' counsel and Hercules' counsel to discuss plan issues (.7); follow up meeting with KDW team on next steps (.2); conference with C. Wolfe (.1) and L. Feldman (.2) regarding Liquidating Trustee issues.	KSE	1.40
09/24/13	Review highlight issues in the plan documents.	CLT	0.90

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July 15, 2014
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
09/26/13	Provide initial comments to the Debtors' plan and DS.	CAW	0.90
09/26/13	Review of Plan and Disclosure Statement.	KSE	3.30
09/27/13	Review and revise disclosure statement.	KSE	2.90
09/28/13	Draft description for the Committee regarding the sale process and Hercules settlement for inclusion in the Debtor's disclosure statement; continued reviewing plan documents.	KSE	4.70
09/30/13	Further analysis of plan problems (.8); confer with K. Elliott regarding same (.3).	CAW	1.10
09/30/13	Substantial revisions to disclosure statement.	CLT	5.90
09/30/13	Conference with C. Wolfe regarding plan and disclosure statement issues (.3); conference with S. Komrower (Hercules' counsel) (.2); instruct C. Thompson on disclosure statement changes (.2); revise (.4) and send status update on plan to the committee.	KSE	1.10
10/01/13	Extensive review of and revisions to disclosure statement prepared by debtors.	CLT	7.70
10/02/13	Confer with K. Elliott (KDW) and C. Thompson (KDW) on extensive problems with the debtors' plan and DS documents and the working capital dispute impacts the Plan.	CAW	0.60
10/02/13	Analyze summary of new plan and DS changes.	CAW	0.60
10/02/13	Conference with K. Elliott regarding information needed for plan.	CLT	0.60
10/02/13	Discuss proposed liquidating trust agreement, disclosure issues with K. Elliott.	DPK	0.20
10/02/13	Review disclosure statement (.2); email P. Tomasco	KSE	1.40

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AFFILIATE OFFICE:
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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0009
July 15, 2014
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	regarding disclosure statement questions (.2); instruct D. Kane on Liquidating Trust Agreement issues as they pertain to the plan (.4); confer with C. Wolfe and C. Thompson regarding issues as well as information needed for the plan (.6).		
10/07/13	Work on Liquidating Trust Agreement and review relevant plan provisions in connection with same.	DPK	2.90
10/08/13	Continue working on Liquidating Trust Agreement.	DPK	2.00
10/09/13	Discuss liquidating trust agreement issues with M. Page.	DPK	0.20
10/12/13	Work on Liquidating Trust Agreement including incorporation of Hercules term sheet provisions.	DPK	2.00
10/13/13	Finish first draft of UPH LTA and circulate to K. Elliott.	DPK	0.40
10/14/13	Conference with K. Elliott regarding liquidating trust agreements and provisions needed for Plan.	DPK	0.40
10/14/13	Call with Committee member regarding liquidating trust issues (.3); confer with D. Kane regarding structural problems/deficiencies with plan and liquidating trust agreement (.4).	KSE	0.70
10/18/13	Strategy conference with K. Elliott regarding LTA deficiencies, disclosure statement deficiencies and working capital adjustment dispute.	DPK	0.80
10/19/13	Review (2.6) and draft extensive comments to (4.6) Debtors' proposed disclosure statement.	KSE	7.20
10/20/13	Revise comments to disclosure statement (1.3); catalog additional defined terms required for plan (.8); briefly review plan (1.2); draft letter to debtors' counsel	KSE	5.20

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July 15, 2014
Page 5

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	demanding adjournment of disclosure statement hearing given working capital dispute, serious plan deficiencies and need for extensive modifications to disclosure statement (1.9).		
10/21/13	Strategy discussions with K. Elliott regarding Disclosure Statement.	DPK	0.90
10/21/13	Outline key plan and disclosure statement issues to discuss with Hercules' counsel (.6); strategy conference with C. Wolfe on plan issues (.3); call with Hercules to discuss need to adjourn disclosure statement hearing (.4); revise letter to Tomasco demanding adjournment (.3); strategy conference with D. Kane regarding disclosure statement and working capital (.7).	KSE	2.30
10/21/13	Review claims register (.3) and calculate total filed priority tax (.4) and non-tax (.2) claims; revise disclosure statement comments accordingly (.2).	KSE	1.10
10/22/13	Review motion to adjourn Disclosure Statement hearing (.2); email debtors' counsel regarding same (.1).	KSE	0.30
10/24/13	Review notice of new disclosure statement hearing (.2) and email KDW team regarding same (.2).	CLT	0.40
10/24/13	Strategy conference with D. Kane regarding working capital dispute, plan and DS.	KSE	0.80
11/11/13	Draft additional defined terms required from Plan.	KSE	1.90
11/12/13	Extensive revisions to Plan, including provisions necessary to comply with Hercules-Committee settlement.	KSE	4.20
11/13/13	Draft disclosure working capital dispute and litigation risks for inclusion in the Disclosure Statement.	KSE	0.90

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Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/14/13	Strategy conference with K. Elliott on plan issues and necessary conditions to effectiveness.	CAW	1.20
11/14/13	Prepare chart of outstanding preference actions for disclosure statement.	CLT	1.20
11/14/13	Telephone conference K. Elliott regarding plan, liquidating trust agreement revisions.	DPK	0.20
11/14/13	Detailed strategy conference with C. Wolfe on plan issues and necessary conditions to effectiveness (1.2); revise disclosure statement inserts on receivables litigation (.6) and working capital dispute (.7).	KSE	2.50
11/15/13	Work on Liquidating Trust provisions of Plan (3.5); telephone conference with K. Elliott regarding same (.3).	DPK	3.80
11/15/13	Review liquidating trust discrepancies in Plan, Disclosure Statement and Liquidating Trust Agreement (.9); conference with D. Kane regarding best way to solve inconsistencies (.4); revise description of Hercules settlement in the Disclosure Statement (1.1); begin revising claim treatment section in Disclosure Statement (.7); correct key asset and liability figures in Disclosure Statement (.7) continue revising Plan definitions to capture terms of Hercules settlement (2.4).	KSE	6.20
11/16/13	Revise Plan to incorporate terms of Hercules Settlement (1.8); revise classification and claim treatment provision of Plan to comply with facts of the case, the Hercules settlement and the Bankruptcy Code (2.4); draft conditions to confirmation and effectiveness (.7);	KSE	9.20

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Page 7

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	revise liquidating trustee (.5) and claim allowance/distribution provisions in Plan (1.6); review and revise Plan for internal consistency with defined terms and Hercules settlement (2.2).		
11/17/13	Review 5th Circuit case law on plan releases and exculpation (2.7); draft settlement, exculpation and release provision for plan (1.4); extensive final review and revision of Plan (4.8).	KSE	8.90
11/18/13	Insert revised plan terms into Disclosure Statement.	CLT	4.30
11/18/13	Working discussions with K. Elliott regarding Plan and Liquidating Trust agreement outstanding issues.	DPK	0.80
11/18/13	Instruct C. Thompson on conforming Disclosure Statement to revised Plan (.4); conference with D. Kane on final Liquidating Trust Plan provision changes (.3); further changes to Plan (2.7); review claims register and confirm number and amount of priority tax claims (.8); review claims register and confirm number and amount of priority non-tax claims (.6); email P. Tomasco and S. Komrower regarding Plan comments, solicitation issues and need for call to discuss (.3); extensive revisions to case background sections of Disclosure Statement (3.6).	KSE	8.70
11/19/13	Extensive review and revision of disclosure statement (3.1); evaluate feasibility issues (.8); draft risk factors (.7); email comments to Hercules and Debtors (.2).	KSE	4.80
11/20/13	Call with K. Elliott and S. Komrower regarding Plan, solicitation (.3); call with K. Elliott, S. Komrower regarding disclosure statement, plan solicitation issues, working capital dispute (1.0).	DPK	1.30

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Matter 0009
July 15, 2014
Page 8

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/20/13	Review Asarco case on third party release issues (.7); draft agenda items for call to discuss plan and disclosure statement issues (.2); call with Debtors and Hercules regarding plan, disclosure statement and solicitation issues (.9).	KSE	1.80
12/11/13	Begin review of provisions of plan pertaining to assignment of avoidance actions to trustee.	CLT	0.70
12/12/13	Further review of plan terms regarding assignment of avoidance actions to trustee.	CLT	0.80

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July 15, 2014
Page 9

Total Fees Due (Including Applicable Discounts):	\$67,173.30
Total this Invoice	\$67,173.30

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July 15, 2014
Page 10

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wolfe, Craig	CAW	10.00	\$5,850.00
Elliott, Kristin S	KSE	95.90	46,511.50
Kane, Dana P	DPK	15.90	7,584.30
Thompson, Catherine	CLT	24.50	7,227.50

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA # [REDACTED]
SWIFT CODE: [REDACTED]
ACCOUNT NAME: KELLEY DRYE & WARREN LLP
ACCOUNT # [REDACTED]
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613372

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0010 Committee and Creditor Communications

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$47,416.50
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$47,416.50</u>

Terms: Payment Due on or Before August 14, 2014

Please Return This Page With Your Payment

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NEW YORK, NEW YORK 10178
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PAYMENT BY WIRE:

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July 15, 2014
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Client 022649
Matter 0010 Committee and Creditor Communications

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/15/13	Participate in KDW's first call with the Committee (.3); confer with Committee chairman regarding hearing (.1).	CAW	0.40
04/16/13	Introductory call with L. Feldman (Samsara Communications, committee co-chair) regarding key case issues.	BB	0.50
04/17/13	Draft introductory email to the Committee attaching Bylaws.	BB	0.30
04/18/13	Calls and emails with J. Hoeffner (counsel for AT&T) regarding AT&T's request to join the committee (.3); emails with P. Lewis (counsel for Cogent) regarding same (.2); draft agenda for next committee call (.2).	BB	0.70
04/18/13	Review and revise committee call agenda.	CAW	0.20
04/19/13	Prepare for and participate in committee call.	BB	1.20
04/19/13	Prepare for (.6) and participate in a committee call (1.1).	CAW	1.70
04/22/13	Strategy call with L. Feldman (Samsara Communications, Committee Co-Chair) regarding key case issues, the sale process and the Committee's Bylaws (.4); emails with J. Hoeffner (counsel for AT&T) regarding revisions to the Committee's Bylaws (.2).	BB	0.60

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Client 022649
Matter 0010
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/23/13	Prepare for and attend 341 creditors' meeting (2.5); meet with J. Hoeffner (counsel for AT&T) to discuss the case's strategy and key issues, given AT&T position as potentially the largest creditor of the estates (1.8); meet with L. Feldman (Samsara Communications, committee co-chair) to discuss key case issues, the committee' investigation and next steps (2.0); work on Committee website updates(.4).	BB	6.70
04/23/13	Draft description of company and important dates for committee website.	CLT	1.40
04/23/13	Update committee website established in compliance with Section 1102 of the Code.	M V	2.10
04/25/13	Update and strategy call with L. Feldman (Samsara Communications, co-chair) (.7); work on additional updates to KDW's committee website (.5); call with R. Mikkels (Counsel for Momentum, a purportedly large creditor in the case) regarding key issues in the case (.6).	BB	1.80
04/25/13	Review and provide comments to B. Blaustein (KDW) on the committee's section 1102 website.	CAW	0.30
04/26/13	Call with J. Hoeffner (counsel for AT&T, a committee member) regarding key case issues (.5); call with M. Mangone (co-chair) regarding same (.3); prepare for and participate in weekly committee call (1.0); finalize work on Committee website and authorize launch of same (.4).	BB	2.20
04/26/13	Prepare for (.6) and participate in committee call (.7).	CAW	1.30
04/26/13	Section 1102 website updates.	M V	0.70

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Matter 0010
July 15, 2014
Page 3

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04/29/13	Draft additional updates to Section 1102 website.	BB	0.20
04/29/13	Address committee members' questions on Bylaws and Confidentiality Agreement with the Debtors and ensure signing on both.	BB	0.50
04/29/13	Section 1102 website updates.	M V	1.10
05/02/13	Draft status update to the Committee in light of tomorrow's Committee call (.2); emails with Committee members regarding claims of same (.6).	BB	0.80
05/03/13	Prepare for and participate in weekly Committee call.	BB	0.80
05/03/13	Prepare for (.8) and participate in a committee call (.8).	CAW	1.60
05/07/13	Emails with various committee members regarding sale issues and claims of committee members.	BB	0.40
05/08/13	Draft minutes of last week's committee call.	BB	0.50
05/09/13	Draft status update and agenda in advance of tomorrow's committee call.	BB	0.50
05/10/13	Prepare for and participate in weekly Committee call (.5); draft minutes of same (.3); work on forming sub-committee (.3).	BB	1.10
05/10/13	Analyze weekly financial performance and summarize in preparation for committee call.	CAW	0.30
05/10/13	Prepare for (.9) and participate in a committee call (.5).	CAW	1.40
05/15/13	Draft status update to the Committee and agenda for upcoming Committee call.	BB	0.40
05/17/13	Prepare for and participate in weekly Committee call.	BB	0.70
05/17/13	Prepare for (1.3) and participate in the committee call (.5).	CAW	1.80
05/20/13	Review and revise case task list.	BB	0.30
05/22/13	Calls with QSI, CBIZ and Gavin/Solomenese, potential	BB	1.20

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Page 4

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	financial advisors to the Committee, regarding key case issues (.6); draft status update to the Committee regarding same and regarding the company's update budget to actual report (.6).		
05/28/13	Prepare for (.3) and participation in (.4) Committee call.	KSE	0.70
05/28/13	Draft summary of call for the committee.	KSE	0.30
05/28/13	Section 1102 website update.	M V	1.20
05/29/13	Draft and circulate agenda for 5/31 committee call.	KSE	0.30
05/29/13	Email summary to the Committee regarding weekly financial performance.	KSE	0.40
05/31/13	Prepare for and participate in the committee call.	CAW	0.80
05/31/13	Call with C. Wolfe (KDW) to discuss matters on Committee meeting agenda (.3); participate in telephonic Committee meeting (.4).	KSE	0.70
05/31/13	Update the website for unsecured creditors.	M V	0.90
06/06/13	Email Committee regarding budget to actual figures (.3), agenda for 6/12 (.2), call and summary of 5/31 call (.4).	KSE	0.90
06/12/13	Prepare for (.2) and attend telephonic committee call (.6).	KSE	0.80
06/17/13	Prepare summary of June 12 committee call.	CLT	0.80
06/18/13	Draft email to committee summarizing bid procedures documents, APA and stipulation extending challenge deadline.	CLT	1.30
06/21/13	Prepare for (.9) and participate in a Committee call (.5).	CAW	1.40
06/24/13	Prepare summary of June 21 call for distribution to committee members.	CLT	1.20
06/24/13	Call from creditor regarding case status and sale	KSE	0.40

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Page 5

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	motion.		
06/26/13	Draft agenda for June 28 committee call.	CLT	0.30
07/03/13	Prepare for (.6) and participate in the Committee call regarding the sale (.7).	CAW	1.30
07/04/13	Draft email to committee regarding noticed cure amounts and important deadlines related thereto.	CLT	0.80
07/05/13	Prepare for (.5) and participate in the sale subcommittee call (.7).	CAW	1.20
07/06/13	Draft summary of June 28 committee call (.7); send committee email and agenda for Monday, July 8 call (.2).	CLT	0.90
07/08/13	Prepare for (.7) and participate in a full committee call (.7).	CAW	1.40
07/08/13	Prepare summary of Pilot communications motions (.3) and motions to extend time for exclusivity (.2) and assumption or rejection of leases (.3) for email to committee.	CLT	0.80
07/08/13	Email Committee regarding weekly budget report (.3); prepare for (.4) and participate on telephonic Committee meeting on sale issues (.8); revise status email to Committee on exclusivity and landlord lift-stay motions (.6).	KSE	2.10
07/09/13	Emails with J. Palmer (Debtors' financial advisor) and C. Wolfe regarding presentation to the committee on operations and financial performance issues.	KSE	0.40
07/09/13	Maintenance of committee website.	M V	0.90
07/10/13	Email updates to the Committee regarding auction progress (.2); results (.2) and next steps (.1); confer with	KSE	0.70

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Page 6

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	C. Thompson on documents to upload to Committee website (.2).		
07/11/13	Revise agenda (.1) and summary of 7/8 Committee call (.2).	KSE	0.30
07/12/13	Prepare for (.6) and participate in the weekly committee call (1.1).	CAW	1.70
07/12/13	Prepare for (.3) and attend Committee call (1.1).	KSE	1.40
07/13/13	Draft summary email for Committee regarding motion to continue sale hearing and recommended actions regarding same.	CLT	0.80
07/15/13	Prepare for (.3) and participate in a committee call regarding the sale and the Hercules deal (.5).	CAW	0.80
07/15/13	Conferences with Committee co-chairs regarding settlement parameters (.7); committee call to evaluate settlement proposal (.8); email update status update and discussions to committee (.4).	KSE	1.90
07/16/13	Emails among committee members regarding cure amounts (.4); email update to the Committee on AT&T motion and Hercules negotiations (.3) attend Committee call to consider and vote on Hercules deal (.4).	KSE	1.10
07/18/13	Draft summary of July 12 committee call (.7); calls with creditor regarding sale schedule and objections being addressed at July 22 hearing (.5).	CLT	1.20
07/18/13	Calls and emails with Committee member regarding sale procedures (.6); email debtor's counsel regarding same (.2); email update to the Committee on negotiations and sale hearing process/procedures (.4).	KSE	1.20
07/22/13	Draft agenda for July 26 committee call.	CLT	0.20

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07/22/13	Revise agenda (.1) and email update on sale hearing for the Committee (.3).	KSE	0.40
07/25/13	Email committee regarding weekly budget performance.	KSE	0.20
07/26/13	Prepare for (.2) and participate in a committee call (.5).	CAW	0.70
07/26/13	Call with Zeus Wireless.	CLT	0.40
07/26/13	Review budget report (.2); exclusivity motion (.2) and conference with C. Wolfe to prepare for Committee call (.3) and attend weekly Committee meeting (.5).	KSE	1.20
08/01/13	Email status update on case to the Committee (.3); emails to schedule next Committee meeting (.1).	KSE	0.40
08/07/13	Confer with K. Elliott (KDW) regarding issues that need to be on the committee meeting agenda.	CAW	0.30
08/07/13	Conference with C. Wolfe regarding Committee call agenda.	KSE	0.30
08/08/13	Call with Debtor's counsel (.2) and call with financial advisor (.3) regarding case update ; review agenda (.2) and email agenda for 8/9 call to the Committee (.2); review outstanding cure differentials to prepare for 8/9 Committee call (.3).	KSE	1.20
08/09/13	Prepare for (.4) and participate in the committee call (.4).	CAW	0.80
08/09/13	Conference with C. Wolfe regarding agenda items for discussion on Committee call (.3); attend Committee call (.4).	KSE	0.70
08/16/13	Draft email to committee summarizing proposed sale of patents to Holloway.	CLT	0.60
08/20/13	Draft summary of August 9 committee call.	CLT	0.60
08/20/13	Call from creditor regarding case status (.2); revise	KSE	1.10

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08/22/13	summary of 8/9 call (.3); draft status update (.4) and agenda (.2) for 8/23 Committee call. Email agenda for Friday call to committee members (.3); Calls with J. Wertz and P. Tomasco for updated information for outstanding issues for Friday's call (.8); call to J. Palmer regarding total unsecured claims pool after settlements (.2); email committee members regarding rough estimate of claims pool (.7).	CLT	2.00
08/23/13	Prepare for (.3) and participate in a committee call (.3).	CAW	0.60
08/23/13	Prepare for (.4) and conduct weekly Committee call (.3).	KSE	0.70
09/05/13	Draft summary of August 23 committee call (.9); prepare email to committee with agenda for September 9 call (.2).	CLT	1.10
09/05/13	Conference with C. Wolfe on agenda items for 9/9/ call (.1); draft agenda for 9/9 committee call (.2); email status update to the Committee (.3).	KSE	0.60
09/06/13	Draft initial update on status of case for committee call on Monday.	CLT	0.60
09/06/13	Emails with Committee members regarding upcoming committee call (.2); revise detailed outline of issues for discussion and vote on 9/9 Committee call (.4).	KSE	0.60
09/12/13	Draft email to committee summarizing budget to actual report, debtors' tax motion and propose time for next committee meeting.	CLT	1.10
09/17/13	Draft summary of September 9 committee call (.9); draft detailed agenda for September 19 call with debtors and Hercules (1.2).	CLT	2.10

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0010
July 15, 2014
Page 9

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
09/18/13	Committee website maintenance.	M V	0.50
09/20/13	Prepare for (.4) and participate in a committee call (.5).	CAW	0.90
09/24/13	Draft email to committee summarizing filing of plan and disclosure statement.	CLT	0.60
09/27/13	Emails with committee member to address case status and related questions.	KSE	0.20
09/30/13	Prepare email status update to committee members regarding closing of sale and filed plan and disclosure statement.	CLT	0.80
10/01/13	Email Alpheus (.4) and AT&T (.3) regarding their resignation from the Committee.	KSE	0.70
10/08/13	Emails to J. Chang and P. Lewis at Cogent and D. Robinson and S. Sass regarding notice of withdrawal of cure amounts.	CLT	0.60
10/14/13	Confer with K. Elliott (KDW) regarding preparation for the committee call today (.3); additional preparation for same (.3); participate in committee call (.5).	CAW	1.10
10/14/13	Prepare for (.4) and host (.7) Creditor Committee meeting; confer with C. Wolfe regarding same (.4).	KSE	1.50
10/15/13	Call with Committee member on case status and issues with disclosure statement (.6); conference with K. Elliott regarding the issues and objections discussed (.2).	CAW	0.80
10/15/13	Lengthy call with Committee member on case status and disclosure statement issues (.6); confer with C. Wolfe regarding issues and objections discussed (.2).	KSE	0.80
10/28/13	Call and follow-up email to P. Lewis regarding motion to assume and assign (.4); call and email to R. Martin	CLT	0.80

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0010
July 15, 2014
Page 10

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/28/13	(Alpheus) regarding official letter for resignation (.4). Review filed APA enforcement motion (.4); patent sale motion (.2); and supplemental 505 brief (.3) to prepare for Committee call; conference with C. Wolfe to prepare and confirm recommendations for Committee call (.7); address AT&T recused issues (.2); draft brief outline for call (.2) and participate in the Committee call (.6).	KSE	2.60
10/31/13	Revise and send email to the Committee regarding TNCI litigation hold.	KSE	0.40
11/15/13	Confer with K. Elliott regarding weekly committee call (.2); prepare for and participate in a weekly Committee call regarding status of escrow release, working capital dispute and update on Disclosure Plan (1.4).	CAW	1.60
11/15/13	Prepare outline of matters to discuss on Committee call (.8); conference with C. Wolfe to prepare for call (.2); conduct committee meeting (.8).	KSE	1.80
11/20/13	Call with creditor regarding plan and disclosure statement questions.	KSE	0.30
11/21/13	Draft status update on plan and disclosure statement issues (.4); email redline comments to the Committee (.2).	KSE	0.60
12/05/13	Draft detailed status update for Committee on plan and disclosure statement, administrative bar date and working capital dispute.	KSE	0.60

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0010
July 15, 2014
Page 11

Total Fees Due (Including Applicable Discounts):	\$47,416.50
Total this Invoice	\$47,416.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0010
July 15, 2014
Page 12

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Vicinanza, Marie	M V	7.40	\$1,776.00
Blaustein, Benjamin	BB	21.40	10,379.00
Wolfe, Craig	CAW	24.40	14,274.00
Elliott, Kristin S	KSE	30.50	14,792.50
Thompson, Catherine	CLT	21.00	6,195.00

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613373

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0011 Business Operations

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$2,895.00
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$2,895.00</u>

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Invoice No. 2613373Client 022649
Matter 0011 Business Operations

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
05/09/13	Analyze the company's performance and operations in bankruptcy to date.	BB	0.50
05/15/13	Review the Debtors' recent performance report.	BB	0.30
05/29/13	Review weekly cash flow report.	KSE	0.70
06/06/13	Review AP aging and budget to actual reports (.3) to prepare for call with Debtors; call with P. Tomasco (.2) to discuss questions regarding expenses and data room access.	KSE	0.50
06/12/13	Review weekly to actual budget report (.2) and email correspondence regarding same (.2).	KSE	0.40
07/01/13	Review of filed April operating statement and amended April operating statement and prepare summary of same.	CLT	1.10
07/11/13	Review weekly cash flow report (.2); call with J. Palmer to discuss estate operations and performance (.4).	KSE	0.60
07/24/13	Review MOR (.3); and weekly cash report from J. Palmer (.2).	KSE	0.50
08/20/13	Review weekly budget report (.3) and MOR (.3) and email committee regarding same (.2).	KSE	0.80
09/05/13	Review weekly budget report (.3) and email the Committee regarding same (.1).	KSE	0.40

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0011
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
09/11/13	Briefly review weekly budget report from J. Palmer (.2); instruct C. Thompson on advising the Committee regarding same (.1).	KSE	0.30
10/29/13	Review UST operating report (.2); email exchanges clarifying same (.1).	KSE	0.30

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0011
July 15, 2014
Page 3

Total Fees Due (Including Applicable Discounts):	\$2,895.00
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Client 022649
Matter 0011
July 15, 2014
Page 4

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	0.80	\$388.00
Elliott, Kristin S	KSE	4.50	2,182.50
Thompson, Catherine	CLT	1.10	324.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613374

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0012 Court Hearings

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$8,011.00
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$8,011.00</u>

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Invoice No. 2613374Client 022649
Matter 0012 Court Hearings

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
04/15/13	Prepare for the hearing on cash collateral and various other matters (1.5); attend hearing on same (1.4).	CAW	2.90
05/09/13	Appear at the omnibus hearing on Debtors' motions to approve claim filing procedures and the second omnibus rejection of executory contracts and leases.	BB	0.50
06/13/13	Review 1102 motion and proposed order (.5) and prepare remarks for hearing (.3); attend hearing on 1102 motion and Debtor's rejection motions (.4).	KSE	1.20
07/22/13	Prepare for (.9) and participate in the sale hearing (3.4).	CAW	4.30
07/22/13	Attend sale hearing.	KSE	3.60
10/10/13	Prepare for (.9) and participate in the UPH hearing on the section 505 tax motion (1.2).	CAW	2.10

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Client 022649
Matter 0012
July 15, 2014
Page 2

Total Fees Due (Including Applicable Discounts):	\$8,011.00
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Matter 0012
July 15, 2014
Page 3

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	0.50	\$242.50
Wolfe, Craig	CAW	9.30	5,440.50
Elliott, Kristin S	KSE	4.80	2,328.00

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613375

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0013 Relief from Stay/Adequate Protection

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$712.50
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$712.50</u>

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July 15, 2014
Invoice No. 2613375

Client 022649
Matter 0013 Relief from Stay/Adequate Protection

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/28/13	Review Pilot motion to lift stay and pay administrative claims and prepare summary of same.	CLT	1.10
07/08/13	Brief review of landlord lift-stay motion (.2); instruct C. Thompson regarding follow up issues on same (.1).	KSE	0.30
07/09/13	Emails with P. Tomasco regarding landlord lift stay motion.	KSE	0.30
07/18/13	Call with J. Palmer regarding landlord lift stay motion.	KSE	0.20

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0013
July 15, 2014
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Total Fees Due (Including Applicable Discounts):	\$712.50
Total this Invoice	\$712.50

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Matter 0013
July 15, 2014
Page 3

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Elliott, Kristin S	KSE	0.80	\$388.00
Thompson, Catherine	CLT	1.10	324.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613376

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0015 Other Contested Matters

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$7,945.50
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$7,945.50</u>

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July 15, 2014
Invoice No. 2613376

Client 022649
Matter 0015 Other Contested Matters

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/06/13	Emails with QSI (.2) and P. Tomasco (.2) regarding AR/AP information exchange.	KSE	0.40
06/07/13	Confer with K. Elliott (KDW) (.1) and follow up on same (.3).	CAW	0.40
06/07/13	Call with QSI regarding (.3); emails with Debtors counsel to negotiate QSI access to information (.3).	KSE	0.60
06/12/13	Review (.8), call with QSI to discuss same (.6).	KSE	1.40
06/19/13	Review of previously produced documents for	CLT	0.80
06/24/13	Analyze (.8); emails with debtor's counsel on additional A/R information request (.3).	KSE	1.10
06/26/13	Confer with K. Elliott (KDW) regarding (.6); develop strategy regarding same (.3).	CAW	0.90
06/26/13	Call with QSI on A/R issues (.8); conference with N. Panarella regarding FRCP26 (.3); conference with C. Wolfe (.6); review Sprint (.4) and TMobile complaints (.4).	KSE	2.50

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Matter 0015
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
09/20/13	Review deficiency calculations (.2); asserted initial cure amounts (.2); analyze A/R (.3) to prepare for Committee call; draft outline of issues to discuss on Committee call (.4); conduct bi-weekly committee call (.5).	KSE	1.60
09/24/13	Lengthy update call with QSI on A/R issues.	KSE	0.60
10/15/13	Call with Century Link's counsel regarding terms for sharing buyer agreement with TNCI (.2); draft email agreement governing the production of the agreement on a professional eyes only basis (.6).	KSE	0.80
10/16/13	Conference with K. Elliott regarding email from Qwest's counsel with revised language re TNCI Buyer Agreement.	CAW	0.10
10/16/13	Review email from K. Gwynne (Qwest's counsel) with revised language to facilitate exchange of TNCI Buyer Agreement (.2); conference with C. Wolfe regarding same (.1).	KSE	0.30
10/30/13	Strategy conference with C. Wolfe	KSE	0.80
11/18/13	Review status and dockets of debtors' pending A/R actions (.7); review and respond to settlement proposal from A/R defendant (.2).	KSE	0.90
12/10/13	Confer with K. Elliott (KDW) : (.1) and follow up on same (.3).	CAW	0.40
12/10/13	Research regarding under fifth circuit law.	CLT	2.70
12/10/13	Review district court decision on motion to withdraw reference (.3); confer with C. Wolfe (KDW) regarding	KSE	0.40

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Matter 0015
July 15, 2014
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	same (.1).		
12/26/13	Conference with K. Elliott regarding status of turnover actions and estate avoidance.	CAW	0.20
12/26/13	Confer with K. Elliott (KDW) regarding turnover actions.	CAW	0.20
12/26/13	Conference with C. Wolfe (KDW) regarding status of estate turnover actions.	KSE	0.20

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July 15, 2014
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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
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July 15, 2014
Page 5

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wolfe, Craig	CAW	2.20	\$1,287.00
Elliott, Kristin S	KSE	11.60	5,626.00
Thompson, Catherine	CLT	3.50	1,032.50

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022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0001 Case Administration

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$1,729.00
Disbursements and Other Charges:	\$3,068.53
Total Amount Due:	<u>\$4,797.53</u>

Terms: Payment Due on or Before August 14, 2014

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JP MORGAN CHASE, N.A.
ABA # [REDACTED]
SWIFT CODE [REDACTED]
ACCOUNT NAME: KELLEY DRYE & WARREN LLP
ACCOUNT # [REDACTED]
PLEASE INDICATE CLIENT, MATTER AND
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KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

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BRUSSELSAFFILIATE OFFICE:
MUMBAI, INDIAUnsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy CourtJuly 15, 2014
Invoice No. 2613377Client 022649
Matter 0001 Case Administration

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/13/14	Review of pleadings for hearing date.	CLT	0.30
01/22/14	Arrange for telephone appearance at 1/27 hearing - file request.	M V	0.50
01/30/14	File request to appear via telephone at 1/30/14 hearing.	M V	0.40
02/03/14	File requests for appearance at hearings in various adversary actions.	M V	0.90
02/06/14	Arrange for telephone appearance at 2/10 hearing and submit application for K. Elliott login and password.	M V	0.80
02/13/14	Revision to application for ECF filing login.	M V	0.70
02/28/14	Review of pleadings filed, including motion to assume and assign contracts and 9019 motion for Arent Fox action for impact on creditors	CLT	0.90
04/30/14	File request to appear telephonically at 5/15 hearing.	M V	0.50
05/05/14	Arrange and file request for telephone appearance at 5/6 and 5/14 hearings.	M V	0.50
05/06/14	Call Court regarding authorization to appear at 5/6/14 hearing.	M V	0.20
05/29/14	File request to appear telephonically at 5/29/14 hearing.	M V	0.50
06/12/14	File requests for telephone appearance at 6/16 hearings regarding adversaries.	M V	0.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0001
July 15, 2014
Page 2

Total Fees Due (Including Applicable Discounts): \$1,729.00

Other Charges:

Amount

Duplication	\$41.70
Local Travel	168.45
Long Distance Travel	705.00
Meals	169.68
Lodging	376.32
Westlaw Research	902.04
Parking	161.44
Pacer	543.90

Total Other Charges for this Matter: 3,068.53

Total this Invoice \$4,797.53

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Client 022649
Matter 0001
July 15, 2014
Page 3

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Vicinanza, Marie	M V	5.50	\$1,375.00
Thompson, Catherine	CLT	1.20	354.00

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613378

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0003 Fee Matters (Applications & Objections)

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$7,761.60
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$7,761.60</u>

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Bankruptcy Court

July 15, 2014
Invoice No. 2613378

Client 022649
Matter 0003 Fee Matters (Applications & Objections)

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
06/24/14	Conference K. Elliott regarding final fee application.	DPK	0.20
06/25/14	Work on final fee application.	DPK	3.00
06/26/14	Work on final fee application.	DPK	4.60
06/27/14	Work on final fee application.	DPK	3.80
06/30/14	Continue working on final fee application.	DPK	3.80

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0003
July 15, 2014
Page 2

Total Fees Due (Including Applicable Discounts):	\$7,761.60
Total this Invoice	\$7,761.60

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0003
July 15, 2014
Page 3

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Kane, Dana P	DPK	15.40	\$7,761.60

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613379

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0005 Asset Analysis, Recovery and Disposition

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$13,120.50
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$13,120.50</u>

Terms: Payment Due on or Before August 14, 2014

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Bankruptcy CourtJuly 15, 2014
Invoice No. 2613379Client 022649
Matter 0005 Asset Analysis, Recovery and Disposition

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/02/14	Briefly review TNCI discovery requests regarding working capital dispute.	KSE	0.60
01/03/14	Review Debtor's draft mediation statement.	KSE	0.80
01/04/14	Revise Debtors' draft mediation statement, with particular attention to arguments related to AT&T and Qwest receivables.	KSE	4.60
01/05/14	Revisions to mediation statement.	CLT	1.30
01/05/14	Lengthy call to instruct C. Thompson on final changes to mediation statement.	KSE	0.60
01/06/14	Prepare for mediation: review APA provisions on working capital (.6); review APA provisions (.2); and sale order (.2) on amendments; review outline of contract-based agreement on AT&T and Qwest receivables (.3); instruct C. Thompson on documents required for mediation (.3); review final mediation statement (.7), amendment (.2) and Onvoy bid; email Patty Tomasco regarding same (.2).	KSE	2.70
01/08/14	Review and comment on Debtors' mediation presentation materials (.4); Attend and represent Committee at working capital mediation (14.5).	KSE	14.90
01/10/14	Draft detailed summary of mediation for the Committee	KSE	0.90

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0005
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	and recommendation on proposed working capital settlement.		
01/13/14	Emails to finalize working capital settlement agreement.	KSE	0.20
01/15/14	Conference with K. Elliott regarding the WCA settlement.	CAW	0.30
01/15/14	Meeting with C. Wolfe to discuss working capital settlement and recommendations to the Committee.	KSE	0.30
01/28/14	Numerous emails on contract assumption issues to be addressed in connection with the Sale Closing.	KSE	0.30

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0005
July 15, 2014
Page 3

Total Fees Due (Including Applicable Discounts):	\$13,120.50
Total this Invoice	\$13,120.50

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Client 022649
Matter 0005
July 15, 2014
Page 4

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wolfe, Craig	CAW	0.30	\$175.50
Elliott, Kristin S	KSE	25.90	12,561.50
Thompson, Catherine	CLT	1.30	383.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613380

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0007 Avoidance Actions

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$596.50
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$596.50</u>

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613380

Client 022649
Matter 0007 Avoidance Actions

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/17/14	Review debtors' motions to approve settlements in adversary proceeds (.6); and draft email to committee regarding same (.6).	CLT	1.20
01/28/14	Review settlement proposal on avoidance action (.1); email debtor regarding same (.1).	KSE	0.20
02/12/14	Review analysis of RiverRock action (.2) and call J. Wertz (debtors' counsel) regarding same (.1).	KSE	0.30

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0007
July 15, 2014
Page 2

Total Fees Due (Including Applicable Discounts):	\$596.50
Total this Invoice	\$596.50

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Client 022649
Matter 0007
July 15, 2014
Page 3

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Elliott, Kristin S	KSE	0.50	\$242.50
Thompson, Catherine	CLT	1.20	354.00

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613381

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0008 Claims Administration and Objections

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$2,037.00
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$2,037.00</u>

Terms: Payment Due on or Before August 14, 2014

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Unsecured Creditors' Committee of UniPoint/Pac-West
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July 15, 2014
Invoice No. 2613381

Client 022649
Matter 0008 Claims Administration and Objections

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/02/14	Review debtors' response to UCAC payment motion.	KSE	0.20
02/05/14	Review Level 3 Administrative Expense Motion.	KSE	0.20
05/19/14	Review Cogent administrative claim materials and call debtors' counsel regarding same.	KSE	0.60
05/29/14	Attend continued hearing on State Board of Equalization's administrative claim.	KSE	2.80
06/11/14	Review Cogent proposal on on administrative claim reserve (.2); emails with S. Komrower and P. Tomaso regarding same (.2).	KSE	0.40

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Matter 0008
July 15, 2014
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Total Fees Due (Including Applicable Discounts):	\$2,037.00
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Matter 0008
July 15, 2014
Page 3

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Elliott, Kristin S	KSE	4.20	\$2,037.00

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613382

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0009 Disclosure Statement and Plan of Reorganization

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$34,750.90
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$34,750.90</u>

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Invoice No. 2613382

Client 022649
Matter 0009 Disclosure Statement and Plan of Reorganization

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/29/14	Begin review of amended disclosure statement and comment on same.	KSE	2.60
01/30/14	Continue revising amended disclosure statement.	KSE	2.30
01/31/14	Confer with K. Elliott (KDW) on timing of plan confirmation so as not to lose bankruptcy court jurisdiction over related to non-core adversary proceedings.	CAW	0.10
01/31/14	Review patent sale motion and order (.4); draft summary of same for amended disclosure statement (.7).	CLT	1.10
01/31/14	Emails with C. Wolfe (KDW) regarding 5th circuit law (.6); email Debtor's counsel regarding same (.1); review district court order on withdrawal of reference	KSE	6.60
	(.2); continue analyzing and comment on Amended Disclosure Statement (3.4) and revise Plan comments to comport with current case status and changes to Disclosure Statement (2.3).		
01/31/14	Conference with C. Wolfe (KDW) on timing of plan	KSE	0.10

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0009
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	confirmation.		
02/01/14	Revisions to disclosure statement.	CLT	4.70
02/03/14	Revise ballot to include opt-on on releases (.9); draft notice of confirmation hearing (1.7); review local rules for standing order and effectiveness (.9); multiple strategy conference with K. Elliott regarding plan and disclosure statement (1.1); review debtors proposed solicitation procedures motion (1.7).	CLT	6.30
02/03/14	Address solicitation procedures issues (.7); work on projected range of recoveries under Disclosure Statement (.8); revise plan per Disclosure Statement changes (3.2); revise litigation issues in Disclosure Statement (1.2).	KSE	5.90
02/04/14	Revisions to Plan.	CLT	5.90
02/04/14	Call with P. Tomasco (.4) and S. Komrower (.2) to discuss solicitation and disclosure statement issues.	KSE	0.60
02/06/14	Review Hercules comments to Plan (.7) and Disclosure Statement (.6); several emails with Debtors and Hercules to address Hercules comments (.6); call with S. Komrower to resolve disputed comments (.3).	KSE	2.20
02/07/14	Review Debtors' changes to Plan and Disclosure Statement (.6); revise Plan (1.3) and Disclosure Statement (.7) per latest agreement with Hercules; circulate blacklines with summary of key open issues (.2).	KSE	2.80
02/09/14	Review Committee analysis of net claims Register (.4); analyze Debtors' liquidation analysis (.4).	KSE	0.80
02/10/14	Review order approving Disclosure Statement (1.1);	CLT	1.90

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0009
July 15, 2014
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	review of plan documents for Disclosure Statement hearing (.8).		
02/10/14	Call with P. Tomasco on final Disclosure Statement issues (.2); review approval order (.2); prepare for (.4) and attending (.5) hearing to approve Disclosure Statement; call with S. Komrower on approval order (.2); email P. Tomasco regarding additional corrections for Disclosure Statement (.1); revise Liquidation Analysis (.3) and email (.1) and call (.1) with P. Tomasco regarding same.	KSE	2.10
02/11/14	Review of disclosure statement order for confirmation timeline.	CLT	0.60
02/11/14	Review corrected disclosure statement (.4) and plan (.4); provide my comments to each (.6).	KSE	1.40
03/03/14	Call with K. Elliott regarding general status update on plan process.	CLT	0.60
03/05/14	Strategize with K. Elliott regarding Liquidating Trustee duties, insurance/bonding issues, timing issues and LTA.	DPK	0.80
03/05/14	Review and revise liquidating trust agreement to conform to revised plan (3.4); review and comment on proposed compensation structure for liquidating trustee (1.3); outline issues for calls to address structure (.6).	KSE	5.30
03/06/14	Followup strategy conference with K. Elliott regarding LTA, Trustee's duties, compensation structure, insurance issues.	DPK	0.30
03/06/14	Call with Lowell Feldman regarding Liquidating Trust Structure (.4); conference with D. Kane regarding same	KSE	1.70

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Matter 0009
July 15, 2014
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
03/10/14	(.3); revised proposed fee structure to protect estates and cover full expected term of the trust (.8); email P. Tomasco regarding liquidating trust agreement (.2). Review and comment on compensation proposal for liquidating trustee (.3); email L. Feldman regarding same (.1).	KSE	0.40
03/11/14	Strategy conference with K. Elliott regarding Liquidating Trust Agreement revisions and related issues.	DPK	0.80
03/11/14	Email debtors' counsel regarding deficiencies in their form of liquidating trust agreement.	KSE	0.30
03/12/14	Research on	CLT	3.10
03/12/14	Follow up conference K. Elliott regarding Liquidating Trust Agreement	DPK	0.20
03/12/14	Emails with Debtors' counsel on confirmation order (.2) and trustee compensation (.3); call with Hercules' counsel on liquidating trust agreement (.2); briefly review case law on section 553 and setoff under plan (.4) to address T-Mobile confirmation issue (.3).	KSE	1.30
03/13/14	Review and comment on draft confirmation order (2.7); briefly review Cricket objection to confirmation (.2).	KSE	2.90
03/17/14	Review cases cited in debtors' response to claims objections; prepare summary of objections to confirmation.	CLT	2.70
03/17/14	Review case law on (1.1); review debtors' response to setoff-based plan objections (.6); emails with debtors' counsel and Hercules regarding same (.4);	KSE	2.60

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July 15, 2014
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	draft proposed language to resolve setoff issues (.3); emails regarding USAC objection and proposed resolution (.2).		
03/18/14	Consult with K. Elliott regarding LTA issues/Plan supplement filing.	DPK	0.20
03/18/14	Review revised language resolving USAC plan objection (.2); review 5th Circuit law on 3rd party releases' exculpation to prepare for confirmation hearing (1.3); revise Liquidating Trust agreement to correct all internal cross references (1.2); review and comment on Debtors' proposed proffer (.6); email comments to Debtors' counsel (.1).	KSE	3.40
03/18/14	Prepare hearing binder for K. Elliott for confirmation hearing on 3/20/14 and prepare index.	M V	1.80
03/20/14	Strategize with K. Elliott (from Court) regarding confirmation objection and releases; research setoff issues.	DPK	1.30
03/20/14	Review materials to prepare for confirmation hearing (.9); attend confirmation hearing (2.8); email update to the Committee (.3); follow-up email with Lowell Feldman regarding confirmation hearing (.2).	KSE	4.20
04/29/14	Review plan provisions (.2); call with Hercules' counsel on treatment of 506(b) issues under the Plan.	KSE	0.40
05/19/14	Call with debtors' counsel regarding effective date issues and need for administrative claim reserve.	KSE	0.30
06/11/14	Email status report and recommendation to Committee on effective date issues.	KSE	0.30

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July 15, 2014
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Total Fees Due (Including Applicable Discounts):	\$34,750.90
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July 15, 2014
Page 7

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Vicinanza, Marie	M V	1.80	\$450.00
Wolfe, Craig	CAW	0.10	58.50
Elliott, Kristin S	KSE	50.50	24,492.50
Kane, Dana P	DPK	3.60	1,814.40
Thompson, Catherine	CLT	26.90	7,935.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613383

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0010 Committee and Creditor Communications

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$6,630.00
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$6,630.00</u>

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Invoice No. 2613383Client 022649
Matter 0010 Committee and Creditor Communications

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/02/14	Draft agenda for committee call.	CLT	0.20
01/02/14	Confer with C. Thompson (.3) to discuss status of items and information required for 1/3 committee call; review and comment on proposed agenda and Committee email (.2); email update on call to C. Wolfe (.1); review status update on preference and A/R actions in preparation for Committee call (.2).	KSE	0.80
01/03/14	Prepare for Committee call (.4); conference with K. Elliott to prepare for Committee call (.4); participate in Committee call (.5).	CAW	1.30
01/03/14	Prepare outline of issues and recommendations for Committee call (.7); call with C. Wolfe to prepare for Committee call (.4); conduct committee call (.5).	KSE	1.60
01/09/14	Email to committee regarding outcome of mediation.	CLT	0.40
01/21/14	Call with creditor with numerous questions regarding plan.	KSE	0.30
01/30/14	Draft detailed status update for the Committee (.7); draft recommendations on three adversary proceedings for the Committee (.4).	KSE	1.10
01/31/14	Revise and send email to committee with a general update on case.	CLT	0.80

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0010
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
02/05/14	Email Committee update on liquidating trustee selection and disclosure statement.	KSE	0.40
02/07/14	Email detailed update on revised Plan, Disclosure Statement and motions to dismiss to the Committee.	KSE	0.60
02/11/14	Review and email committee regarding debtors' final liquidation analysis.	KSE	0.30
02/14/14	Prepare for and participate in committee call	CLT	1.10
02/14/14	Prepare for (.8) and conduct committee call (.6)	KSE	1.40
02/24/14	Email to committee regarding draft amended complaint (.4); call to L. Feldman regarding group email (.2); calls to committee members regarding interest in participating in oversight committee (.5).	CLT	1.10
02/27/14	Email to committee regarding further amended complaint.	CLT	0.20
02/28/14	Email to S. Sass regarding motion to assume and assign contracts.	CLT	0.40
03/03/14	Email to committee members regarding filed amended complaints	CLT	0.90
05/12/14	Emails from Committee member (.2); call with Debtors' counsel regarding effective date issues.	KSE	0.40
05/13/14	Draft status update on global case issues and progress towards the effective date.	KSE	0.80
05/20/14	Draft status update to the Committee (.6) and review and analyze in connection with same (.7).	KSE	1.30

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July 15, 2014
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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0010
July 15, 2014
Page 4

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Wolfe, Craig	CAW	1.30	\$760.50
Elliott, Kristin S	KSE	9.00	4,365.00
Thompson, Catherine	CLT	5.10	1,504.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
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July 15, 2014
Invoice No. 2613384

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0012 Court Hearings

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$2,667.50
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$2,667.50</u>

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July 15, 2014
Invoice No. 2613384

Client 022649
Matter 0012 Court Hearings

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/27/14	Attend (telephonically) hearing on motion to approve working capital settlement.	KSE	0.40
01/30/14	Telephonic attendance at the hearing on motion to assume nWire ICA.	KSE	0.20
05/13/14	Attend court hearing on InterMetro motions to strike.	KSE	0.40
05/15/14	Review documents regarding objections (.4); attend hearing on State Board of Equalization claim objection (.5).	KSE	0.90
06/16/14	Attend hearing on renewed motions to dismiss.	KSE	3.60

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Matter 0012
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Total Fees Due (Including Applicable Discounts):	\$2,667.50
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Matter 0012
July 15, 2014
Page 3

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Elliott, Kristin S	KSE	5.50	\$2,667.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613385

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0015 Other Contested Matters

Account Summary and Remittance Form

Total Fees Due (Including Applicable Discounts):	\$11,924.50
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$11,924.50</u>

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Bankruptcy CourtJuly 15, 2014
Invoice No. 2613385Client 022649
Matter 0015 Other Contested Matters

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
01/06/14	Preparation of documents in anticipation of mediation of working capital dispute.	CLT	2.70
01/15/14	Revisions to debtors' motion to establish procedures for resolution of adversary proceedings.	CLT	1.90
01/15/14	Instruct C. Thompson (KDW) on comments to debtor's global settlement procedures (.2); confer with C. Wolfe (KDW) on proposed settlement procedures (.3); review and revise of mark-up of motion (.2); email debtor's counsel regarding same (.1).	KSE	0.80
01/24/14	Call with J. Wertz (JW) regarding status of outstanding preferences and A/R actions.	CLT	0.40
01/31/14	Call P. Tomasco re: status of hearing on motions to dismiss in large adversaries scheduled for February 7.	CLT	0.30
02/06/14	Review motions to dismiss in preparation for hearing (.9); review (.3).	KSE	1.20
02/07/14	Brief review of MTD for hearing on 2/7 (.7).	CLT	0.70
02/07/14	Monitor hearing on motion to dismiss/T-Mobile-Sprint adversary proceedings (2.9); call with L. Feldman (.2) and P. Tomasco (.3) on follow-up issues.	KSE	3.40
02/12/14	In-depth review of motions to dismiss in A/R actions.	CLT	3.40

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Unsecured Creditors' Committee of UniPoint/Pac-West
Client 022649
Matter 0015
July 15, 2014
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
02/24/14	Review and comment on email committee debtors' counsel to discuss comments (1.7); (2); call with (3).	KSE	2.20
02/27/14	Review of call to J. Wertz regarding amended complaint (.7); (.4).	CLT	1.10
02/27/14	Review revised amended A/R complaint (.1.2); (.3) and instruct C. Thompson on follow-up items (.2).	KSE	1.70
03/31/14	Review renewed motions to dismiss by Leap (.7) and TMobile (.8) (.4).	KSE	1.90
04/15/14	Review Sprint motion to dismiss (1.1); (.4).	KSE	1.50
04/23/14	Review Debtor's response to renewed motion to dismiss (1.2); (.6).	KSE	1.80
05/02/14	Review (.4); review papers on motion to strike (.3) and summary judgment (.3) on InterMetro adversary (.4); briefly review pretrial submissions in 10BC adversary (.2).	KSE	1.60
05/12/14	Intermetro: Review motion to strike and contested motion to file reply.	KSE	0.80
05/13/14	Emails regarding proposed IBDC settlement (.4); review IBDC proof of claim and related prepetition lawsuit (.1).	KSE	0.50
05/19/14	Review Debtors' response to Sprint motion to dismiss.	KSE	0.80

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July 15, 2014
Page 4

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Elliott, Kristin S	KSE	18.20	\$8,827.00
Thompson, Catherine	CLT	10.50	3,097.50

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613386

022649 Unsecured Creditors' Committee of UniPoint/Pac-West
0016 Non-Working Travel Time

Account Summary And Remittance Form

Legal Services:	\$0.00
Disbursements and Other Charges:	\$0.00
Total Amount Due:	<u>\$0.00</u>

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Unsecured Creditors' Committee of UniPoint/Pac-West
Bankruptcy Court

July 15, 2014
Invoice No. 2613386

Client 022649
Matter 0016 Non-Working Travel Time

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
03/19/14	Travel to Austin for confirmation hearing.	KSE	7.20
03/21/14	Travel from Austin for confirmation hearing.	KSE	6.60
Total Services for this Matter:			0.00
Total this Invoice			\$0.00

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Matter 0016
July 15, 2014
Page 2

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Elliott, Kristin S	KSE	13.80	\$0.00

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PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA # [REDACTED]
SWIFT CODE: [REDACTED]
ACCOUNT NAME: KELLEY DRYE & WARREN LLP
ACCOUNT # [REDACTED]
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

EXHIBIT C

**Summary of Professional Services Rendered
by Category and by Timekeeper**

April 15, 2013 Through and Including June 30, 2014

SUMMARY OF PROFESSIONAL SERVICES RENDERED BY TIMEKEEPER

Name of Professional Person	Position	Year of Law School Graduation	Standard Hourly Rate ¹	Discounted Hourly Rate for These Cases ²	Total Hours	Compensation Requested
Craig A. Wolfe, Esq.	Partner	1998	\$670	\$585	114.00	\$66,690.00
			\$690			
Kristin S. Elliott, Esq.	Special Counsel	2002	\$570	\$485	465.3	\$218,977.50
			\$590			
Dana P. Kane, Esq.	Associate	1998	\$530	\$477	34.9	\$17,160.30
			\$560	\$504		
Benjamin Blaustein, Esq.	Associate	2005	\$535	\$485	104.5	\$50,682.50
			N/A ³			
Sean R. Flanagan, Esq.	Associate	2002	\$580	\$522	7.6	\$3,967.20
			\$625	\$562.50		
Catherine L. Thompson, Esq.	Associate	2010	\$345	\$295	249.3	\$73,543.50
			\$375			
Marie Vicinanza	Paralegal	N/A	\$240	N/A	45.1	\$10,897.00
			\$250			
			\$265			
				Total:	1020.7	\$441,918.00
				Blended Rate for Attorneys:	\$441.80	

¹ The first rate listed for each professional or paraprofessional is the relevant Kelley Drye customary rate in effect as of January 1, 2013, while the second rate for each individual is the customary rate in effect as of January 1, 2014.

² Kelley Drye agreed to charge the time of the principal attorneys assigned to the Debtors' cases at discounted fixed hourly rates (Craig Wolfe – Partner - \$585; Kristin Elliott – Special Counsel - \$485; Benjamin Blaustein – Associate - \$485; and Catherine Thompson – Associate - \$295). As to all other attorneys, Kelley Drye agreed to provide a discount of 10% from its standard hourly rates.

³ This professional or paraprofessional was not employed with Kelley Drye in 2014.

SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration	44.0	\$14,191.00
Retention Matters (Applications and Objections)	42.5	\$15,532.50
Fee Matters	28.6	\$12,012.60
Financing and Cash Collateral	15.8	\$7,793.00
Asset Analysis, Recovery and Disposition	358.3	\$158,046.70
Executory Contracts and Leases	6.6	\$2,835.00
Avoidance Actions	68.8	\$33,128.50
Claims Administration and Objections	18.6	\$8,252.00
Disclosure Statement and Plan of Reorganization	229.2	\$101,924.20
Committee and Creditor Communications	120.1	\$54,046.50
Business Operations	6.4	\$2,895.00
Court Hearings	20.1	\$10,678.50
Relief from Stay/Adequate Protection	1.9	\$712.50
Employee Benefits/Pensions	0.0	\$0.00
Other Contested Matters	46.0	\$19,870.00
Non-Working Travel Time	13.8	\$0.00
Total:	1020.7	\$441,918.00

EXHIBIT D

Summary of Expenses by Type

Expense Category	Total Expenses
Postage	\$325.78
Duplication	\$850.60
Telephone	\$1,826.17
Courier	\$100.27
Travel Expenses/Cab Service	\$652.88
Air Travel	\$3,347.75
Transcriptions	\$845.60
Meals	\$189.41
Lodging	\$1,150.00
Westlaw Research	\$8,585.10
Parking	\$161.44
PACER	\$1,686.57
Total:	\$19,721.57

EXHIBIT E

**Copies of Receipts for Expenses Exceeding \$100
(Local Rule 2016(a)(3))**

Fare Receipt
 (512) 452-9999
 YellowCabAustin.com



Date _____
 Received of 42 (incl. tip)
 the Sum of cab from
 from airport to
 to hotel-
 Independent Contractor Driver: UPH mediation
 No. _____ Name _____



AUSTIN CAB CO.
512 478-2222

1135 Gunter St., Ste. 101
 Austin, TX 78702

FARE RECEIPT

AMT: _____ DATE: _____
 TRIP FROM: 42 (incl. tip)
 TO: cab to airport
 DRIVER: from
 CAB #: working capital

24 Hour Radio Dispatched Service
 Airport Pickup, Time Calls & Delivery Service Available
Thank you for choosing Austin Cab Co.

Airport Parking - UPH
PHILADELPHIA PARKING AUTHORITY *mediation*

Philadelphia Parking Authority
 Philadelphia Int'l Airport
 Main Toll Plaza
 Philadelphia, PA 19153
 (215) 683-9842

Card Account :
 Card Type : VISA
 Authorization Code : 140200

Cashier : 536 Seq # 40354
 Ent : 07:07 01/07/14 Lane 3
 Exit: 15:00 01/09/14 Lane 82
 Duration: 2D(s) 7H(s) 53M(s)
 Rate Code: 84 Shift: 225

FEE	\$	60.00
AMOUNT TEND	\$	60.00
CASH	\$	0.00
CREDIT CARD	\$	60.00
CHECK	\$	0.00
CHANGE	\$	0.00

PAID AT CT \$ 60.00
 Taxes Included


*** Thank You ***

\$11 tolls = travel to/from airport
+ 125 miles = travel to/from airport
= \$70.18



Cab to UPH mediation
 Austin Yellow Cab
 10630 Joseph Clayton Dr Bldg A
 Austin, TX 78753
 512-452-9999
 Cab # 100112
 Driver # 86673
 Hail # 1427317
 From: 101 8-Jan-14 08:22
 To: 101 8-Jan-14 08:29
 Fare \$11.90
 CASH \$11.90 + 5 tip
 *** Customer Copy ***
 8-Jan-14 08:30

Record Locator **PFCHYJ** 

Itinerary

Carrier	Flight #	Departing	Arriving	Fare Code
 American	695	NEW YORK JFK TUE 09JUL 5:20 PM	AUSTIN TUE 09JUL 8:25 PM	A
Craig Wolfe	Seat 6F	First CI	FF#: 63F75A4 PLT	Dinner

Receipt

Passenger	Ticket #	Fare-USD	Taxes and Carrier-Imposed Fees	Ticket Total
 Craig Wolfe	0012324605196	671.62	61.27	732.89
				\$ 732.89

Baggage Information

Baggage charges for your itinerary will be governed by American Airlines BAG ALLOWANCE -JFKAUS-02 Pieces/ American Airlines /UP TO 70 LB/32 KG AND UP TO 62 LINEAR IN/158 LINEAR CM 1STCHECKED BAG FEE-JFKAUS-USD0.00/ American Airlines /UP TO 70 LB/32 KG AND UP TO 62 LINEAR IN/158 LINEAR CM 2NDCHECKED BAG FEE-JFKAUS-USD0.00/ American Airlines /UP TO 70 LB/32 KG AND UP TO 62 LINEAR IN/158 LINEAR CM ADDITIONAL ALLOWANCES AND/OR DISCOUNTS MAY APPLY

You have purchased a NON-REFUNDABLE fare. The itinerary must be canceled before the ticketed departure time of the first unused coupon or the ticket has no value. If the fare allows changes, a fee may be assessed for changes and restrictions may apply.

Electronic tickets are NOT TRANSFERABLE. Tickets with nonrestrictive fares are valid for one year from original date of issue. If you have questions regarding our refund policy, please visit www.aa.com/refunds.

To change your reservation, please call 1-800-433-7300 and refer to your record locator.

Check-in times will vary by departure location. In order to determine the time you need to check-in at the airport, please visit www.aa.com/airportexpectations.

AA CARRY-ON BAGGAGE

American Airlines does not impose Carry-On bag fees however, restrictions do apply. To view carry-on baggage restrictions for American Airlines or American Eagle, please visit, [Carry-On luggage](#). Passengers who originate flights on other than American Airlines/American Eagle and need to determine applicable carry-on fees or restrictions specific to other air carriers in your itinerary, please visit [INTERLINE PARTNER BAG CHARGES](#).

AA CHECKED BAGGAGE CHARGES

For travel within and between the US/PR/USVI and Canada the first checked bag will be charged 25 USD/25 CAD. The second checked bag will be charged at 35 USD/ 35 CAD.

For travel between Mexico, Caribbean and Central America and the US/PR/USVI, Canada, Mexico and Central America there will be no charge for the first checked bag. The second checked bag will be charged at 40 USD/ 40 CAD (or local currency equivalent).

For travel from the US/PR/USVI, Mexico, Caribbean, Central America, South America (excluding Brazil, Chile and Peru) to/through/from Europe there will be no charge for the first checked bag. The second checked bag will be charged at 100 USD/ 100 CAD/ 75 EUR / 65 GBP (or local currency equivalent).

For travel between Mexico, Caribbean, Central America and South America (excluding Brazil, Chile and Peru) there will be no charge for the first

PASS American Airlines

BOARDING PASS
WOLFE/CRAIG
FROM:
NEW YORK JFK
TO:
AUSTIN

FLIGHT SEAT
AA 695 6F
FIRST

DATE CLASS DEPARTS
09JUL A 520P

TSA PRECH

American Airlines
BOARDING PASS

WOLFE/CRAIG
VA 63F75A4 PLT
AUSTIN
NEW YORK JFK
AMERICAN AIRLINES

CARRIER FLIGHT CLASS DATE TIME
AA 1806 P 10JUL 1245P

REVALIDATION BOARDING TIME SEAT SMOKE
215P 3E NO

ADDITIONAL SEAT INFORMATION
UNCK WT SEQ NO PCS CK WT UNCK WT

BAGGAGE ID NO

CARRIER FLIGHT FORM SERIAL NO CK
SAPPHIRE
11C /AUS

13 PASSENGER TICKET AND BAGGAGE CHECK
SUBJECT TO CONDITIONS OF CONTRACT
American Airlines
ISSUED BY
2181386944
0
10F 1
3
DATE OF ISSUE 10JUL 13 ISSUING OFFICE CODE 45102105
ISS. AGENT ID AUS 41C PLACE OF ISSUE /AUSTIN
NAME OF PASSENGER (NOT TRANSFERABLE) WOLFE/CRAIG
FARE BASIS /AUSTIN TOUR CODE
NOT VALID FOR TRANSPORTATION
RETAIN THIS RECEIPT
TRANSPORTATION THROUGHOUT YOUR JOURNEY**
ENDORSEMENTS/RESTRICTIONS
ORIGINAL ISSUE ISSUED IN EXCHANGE FOR
FARE CALCULATION
AUS AA NYC729.30KA0UPPM5 729.30 END ZPAUS XT2.50AY4.50XFAUS4.5
FARE USD 729.30 EQUIN FARE PAD
TAX/FEES CHARGE US 54.70 FORM OF PAYMENT XXXX 76703P
TAX/FEES CHARGE ZP 3.90 STOCK CONTROL NUMBER TX COUPON AIRLINE FORM SERIAL NO
TAX/FEES CHARGE X 7.00
TOTAL USD 794.90 00118181325691 001 2181386944 6
*****THIS IS YOUR RECEIPT*****

American Airlines
WOLFE/CRAIG
AUSTIN
NEW YORK JFK
AA 1806 P 10JUL KA0UPPM5

NOT VALID FOR TRAVEL
COUPON 001 2181386944 6

13 PASSENGER TICKET AND BAGGAGE CHECK
SUBJECT TO CONDITIONS OF CONTRACT
American Airlines
ISSUED BY
PURCHASER RECEIPT
10JUL 13 ISSUING OFFICE CODE 45102105
ISS. AGENT ID AUS 41C PLACE OF ISSUE /AUSTIN
NAME OF PASSENGER (NOT TRANSFERABLE) WOLFE/CRAIG
FARE BASIS /AUSTIN TOUR CODE
NOT VALID FOR TRANSPORTATION
THIS IS YOUR RECEIPT
ENDORSEMENTS/RESTRICTIONS
ORIGINAL ISSUE ISSUED IN EXCHANGE FOR
FARE CALCULATION
01 TF - AIRPORT SVC FEE 35.00
FARE USD 35.00 EQUIN FARE PAD
TAX/FEES CHARGE NA NA FP 1K0000000000003726 83348P
TAX/FEES CHARGE NA NA STOCK CONTROL NUMBER TX COUPON AIRLINE FORM SERIAL NO
TAX/FEES CHARGE NA NA
TOTAL USD 35.00 00118181325724 0 001 0644364258 3
*****THIS IS YOUR RECEIPT*****

American Airlines
ALL MISCELLANEOUS
CHARGES ARE
NON-REFUNDABLE

NOT VALID FOR TRAVEL
COUPON 001 0644364258 3

Do not expose to excessive heat or direct sunlight.

Do not expose to excessive heat or direct sunlight.


STAPLE HERE

STAPLE HERE



CPN113822 REV. 2011 DALLAS, TX CPN113822 REV. 2011 DALLAS, TX

Record Locator **JJUPUH** 

Itinerary

Carrier	Flight #	Departing	Arriving	Fare Code
 American	695	NEW YORK JFK SUN 21JUL 5:20 PM	AUSTIN SUN 21JUL 8:25 PM	K
Craig Wolfe	Seat 11F	Economy	FF#: 63F75A4 PLT	Food For Purchase

Receipt

Passenger	Ticket #	Fare-USD	Taxes and Carrier-Imposed Fees	Ticket Total
 Craig Wolfe	0012325076230	486.51	47.39	533.90
				\$ 533.90

Baggage Information

Baggage charges for your itinerary will be governed by American Airlines BAG ALLOWANCE -JFKAUS-02 Pieces/ American Airlines /UP TO 50 LB/23 KG AND UP TO 62 LINEAR IN/158 LINEAR CM 1STCHECKED BAG FEE-JFKAUS-USD0.00/ American Airlines /UP TO 50 LB/23 KG AND UP TO 62 LINEAR IN/158 LINEAR CM 2NDCHECKED BAG FEE-JFKAUS-USD0.00/ American Airlines /UP TO 50 LB/23 KG AND UP TO 62 LINEAR IN/158 LINEAR CM ADDITIONAL ALLOWANCES AND/OR DISCOUNTS MAY APPLY.

You may have purchased a "Special Fare" and certain restrictions apply. Some fares are NON-REFUNDABLE. If the fare allows changes, a fee may be assessed for the change.

Electronic tickets are NOT TRANSFERABLE. Tickets with nonrestrictive fares are questions regarding our refund policy, please visit www.aa.com/refunds.

To change your reservation, please call 1-800-433-7300 and refer to your record locator.

Check-in times will vary by departure location. In order to determine the time you should arrive at the airport, please visit www.aa.com/airportexpectations.

AA CARRY-ON BAGGAGE

American Airlines does not impose Carry-On bag fees however, restrictions do apply. Passengers who originate from Mexico, Caribbean, Central America and the US/PR/USVI, please visit, Carry-On Luggage. Passengers who originate from other air countries, please visit, Carry-On Luggage. Passengers who originate from other air countries, please visit, Carry-On Luggage. Passengers who originate from other air countries, please visit, Carry-On Luggage.

AA CHECKED BAGGAGE CHARGES

For travel within and between the US/PR/USVI and Canada the first checked bag will be charged at 35 USD/ 35 CAD.

For travel between Mexico, Caribbean and Central America and the US/PR/USVI, C for the first checked bag. The second checked bag will be charged at 40 USD/ 40 CAD.

For travel from the US/PR/USVI, Mexico, Caribbean, Central America, South America there will be no charge for the first checked bag. The second checked bag will be charged at 40 USD/ 40 CAD (currency equivalent).

For travel between Mexico, Caribbean, Central America and South America (excluding Brazil, Chile and Peru) there will be no charge for the first checked bag.

PASS American Airlines

BOARDING PASS
WOLFE/CRAIG

FROM:
NEW YORK JFK

TO:
AUSTIN

FLIGHT SEAT
AA 695 15A

PLATINUM

DATE CLASS DEPARTS
21 JUL K 520P

EXIT **TSA PRECH**

Record Locator

METDBY



Itinerary

Carrier	Flight #	Departing	Arriving	Fare Code
American	1806	AUSTIN TUE 23JUL 9:55 AM	NEW YORK JFK TUE 23JUL 2:45 PM	A
Craig Wolfe	Seat 3F	First Cl	FF#: 63F75A4 PLT	Lunch

Receipt

Passenger	Ticket #	Fare-USD	Taxes and Carrier-Imposed Fees	Ticket Total
-----------	----------	----------	--------------------------------	--------------

M Craig Wolfe	0012325134740	625.11	57.78	682.89
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CHANGE \$250 TO 081000-08807 (NON-UPH MATTER)

Baggage Information

Baggage charges for your itinerary will be governed by American Airlines BAG ALLOWANCE -AUSJFK-02 Pieces/ American Airlines /UP TO 70 LB/32 KG AND UP TO 62 LINEAR IN/158 LINEAR CM 1STCHECKED BAG FEE-AUSJFK-USD0.00/ American Airlines /UP TO 70 LB/32 KG AND UP TO 62 LINEAR IN/158 LINEAR CM 2NDCHECKED BAG FEE-AUSJFK-USD0.00/ American Airlines /UP TO 70 LB/32 KG AND UP TO 62 LINEAR IN/158 LINEAR CM ADDITIONAL ALLOWANCES AND/OR DISCOUNTS MAY APPLY

You have purchased a NON-REFUNDABLE fare. The itinerary must be canceled before the ticketed departure time of the first unused coupon or the ticket has no value. If the fare allows changes, a fee may be assessed for changes and restrictions may apply.

Electronic tickets are NOT TRANSFERABLE Tickets with nonrestrictive fares are valid questions regarding our refund policy. please visit www.aa.com/refunds.

To change your reservation, please call 1-800-433-7300 and refer to your record locator

Check-in times will vary by departure location. In order to determine the time you need www.aa.com/airportexpectations.

AA CARRY-ON BAGGAGE

American Airlines does not impose Carry-On bag fees however, restrictions do apply. Airlines or American Eagle, please visit, Carry-On luggage. Passengers who originate and need to determine applicable carry-on fees or restrictions specific to other air carrier BAG CHARGES.

AA CHECKED BAGGAGE CHARGES

For travel within and between the US/PR/USVI and Canada the first checked bag will be charged at 35 USD/ 35 CAD.

For travel between Mexico, Caribbean and Central America and the US/PR/USVI, Can. for the first checked bag. The second checked bag will be charged at 40 USD/ 40 CAD

For travel from the US/PR/USVI, Mexico, Caribbean, Central America, South America (there will be no charge for the first checked bag. The second checked bag will be charged currency equivalent).

For travel between Mexico, Caribbean, Central America and South America (excluding Brazil, Chile and Peru) there will be no charge for the first

PASS American Airlines

BOARDING PASS
WOLFE/CRAIG

FROM:
AUSTIN

TO:
NEW YORK JFK

FLIGHT SEAT
AA1806 3F

FIRST

DATE CLASS DEPARTS
23 JUL A 955A

TSA PRECH

↓
 ✕
 \$655 Airfare
 50 Baggage Fee
 376.32 Hotel
 158.51 Meals
 11.59 W-Lfe
 ✓
 ✓

Elliott, Kristin

From: info@travelocitycustomer.com
Sent: Wednesday, March 19, 2014 9:06 AM
To: Elliott, Kristin
Subject: Itinerary - Austin - Mar 19, 2014 - (itin# 12591919237)

This e-mail contains a copy of an Travelocity itinerary sent by Travelocity agent from Kristin Elliott's account. For the most up-to-date information we recommend you [view this itinerary online](#).

Austin ([Change name](#))

Proof of citizenship is required for international travel. When children are traveling, additional documentation may also be necessary. **It is your responsibility to meet entry requirements for the countries you are traveling to and connecting through.**



Booked items



Your trip: Philadelphia to Austin

E-Ticket purchase has been confirmed by the airline. No tickets will be mailed. **Airline check-in locations** require government issued photo ID and may request proof of current date travel (such as a printed copy of this itinerary or a printed receipt) to issue a boarding pass. **Airport security checkpoints** may require you to display both your boarding pass and photo ID before proceeding to the gate, so we recommend that you obtain your boarding pass before proceeding to the security checkpoint. Your hotel reservation is confirmed.

Travelocity itinerary number: **12591919237** **Main contact: KRISTIN ELLIOTT**
 Travelocity booking ID (flight): OBCKVD (2)
 Travelocity booking ID (hotel): 406430293
 Airline ticket number(s): In process
 Hotel confirmation number: 40014724413

Traveler and cost summary

KRISTIN ELLIOTT	Adult	<u>Add Frequent Flyer number(s)</u>	\$746.37
		Insurance	\$37.36
		Flight taxes/fees, Taxes & Fees	\$132.59
		Total amount charged	\$916.32

Note: The flight portion of your trip is charged directly by the airline. This will result in you receiving a separate credit card charge for the flight, but the total charges on your credit card will be equal to the trip price.

[View payment history](#)

Flight summary

Wed 19-Mar-14

\$115
 ticket
 charges

\$1031.32
 Flight + hotel 2
 nights

Invoice



Date	Invoice #
11/7/2013	40495

PAID
11/07/2013

Bill To
 Kelley Dyre & Warren, LLP
 Kristin Elliott, Esq.
 101 Park Avenue
 New York, NY 10178

"I certify that the transcript fees charged and page format used comply with the requirements of this court and the Judicial Conference of the United States."


//s/ Toni Hudson

Case No:	EIN: 47-0936244	Judge	Terms
13-10570	TAX ID	Davis	Due on receipt

Quantity	Description	Rate	Amount
136	In Re: UPH Holdings, Inc., et al. 7/22/13; Daily transcript Dep. revd. 11-6; Amex Pmt. revd. 11-7; Visa	6.05	822.80
Total Due			\$822.80

Ph: 361 949-2988	Fax: 361 949-7799	Email: Transcripts@ExceptionalReporting.com	Web: www.ExceptionalReporting.com
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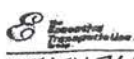
P.O. Box 18668
 Corpus Christi, TX 78480-8668

		CTR NO (607218)	ACCT B9200
DATE 07.09.2013		VOUCHER NO 276392	
FROM WALLEY DRIVE, HARTSDEN		TO JFK AIRPORT	
DRIVER CRAIG WOLFE		EMPLOYEE NO 058074	
PICKUP 101 PARK AVE (14) 10		TIME 15:09	
DESTINATION JFK AIRPORT		MILEAGE 10.00	
DRIVER CRAIG WOLFE		RATE 6.00	
FUEL 7.50		TOLLS 2.79	
WAIT 7.00		TIPS 39.00	
SALES TAX 6.81		NYS SURCHG 2.79	
TOTAL 126.10		TOTAL 126.10	

Flat: 60.00
 Stops: .00
 Phone: .00
 SChg: 3.00
 Misc: .00
 Wait: 7.00
 Tolls: 7.50
 Tips: 39.00
 NYS Surchg: 2.79
 Sales Tax: 6.81
 Total: \$126.10

Voucher: 276392
 Pickup: 101 PARK AVE
 CLIENT#: 022649-0001
 EMPLOYEE #: 058074

Fare: WOLFE CRAIG
 Dest: JFK AIRPORT



CLARK NO.	LETTER NO. (609601)	ACT. NO. B5200
RENTAL VEHICLE WELLEY, DRYE & WAPPAEN LLP	DATE 07, 10, 2013	VOUCHER NO. 336704
DRIVER NAME CRAIG WOLFE	PHONE NO. 05607	FARE 102.00
PICKUP LOCATION JFK AIRPORT	DESTINATION SCARSDALE	TOLLS 7.50
CLIENT NO. 022649-0001	TRIP NO. 0001	TIPS 45.00
TOTAL W.T. 3150		TOTAL 206.02

Flat: 102.00
 Stops: .00
 Phone: .00
 SChg: 3.00
 Misc: .00
 Wait: 31.50
 Tolls: 7.50
 Tips: 45.00
 NYS Surchg: 4.52
 Sales Tax: 12.50
 Total: \$206.02

Voucher: 336704
 Pickup: JFK AIRPORT
 CLIENT#: 022649-0001
 EMPLOYEE #: 05807

Fare: WOLFE CRAIG
 Dest: SCARSDALE;WC

		LICENSE NO. 622389 LICENSE CLASS. 5200
DRIVER NAME Karlly Ong DRIVER NO. 05807	DATE 7/21/13 TIME 3:00	VOUCHER NO. 562086 FARE 102.00 TOLLS 7.50 TIPS 35.00 TOTAL 152.50
PICKUP POINT Scarsdale WC DESTINATION JFK	TRIP TYPE ON	TOTAL NET 152.50 SALES TAX 8.06 TOTAL 160.56


Flat: 102.00
 Stops: .00
 Phone: .00
 SChg: 3.00
 Misc: .00
 Wait: .00
 Tolls: 7.50
 Tips: 35.00
 NYS Surchg: 3.48
 Sales Tax: 8.06

Total: \$159.04



Voucher: 562086
 Pickup: SCARSDALE;WC
 CLIENT#: 022647-0001
 EMPLOYEE #: 05807

Fare: WOLFE CRAIG
 Dest: JFK AIRPORT

		CAR NO.	LETTER NUMBER	DATE	VOUCHER NO.
COMPANY NAME WALLEY DRIVE & WAREHOUSING			(82494)	8/23/83	562905
PICKUP NAME CRAIG WOLFE		DISPATCH NO.	TIME OF DISPATCH	CLASS	FARE
JFK AIRPORT		05801	15:47	102	
DESTINATION SCARSDALE (NY) WC		SPECIAL EMPLOYEE NAME (1025 15:30) WC		STOPS	TOTAL
022649 0001		15:47		102	7.50
022649 0001		15:47		102	3.87
022649 0001		15:47		102	10.64
022649 0001		15:47		102	3.50
022649 0001		15:47		102	10.64

Flat: 102.00
 Stops: .00
 Phone: .00
 SChg: 3.00
 Misc: 10.00
 Wait: 10.50
 Tolls: 7.50
 Tips: 40.00
 NYS Surchg: 4.12
 Sales Tax: 11.52

 Total: \$188.64

Voucher: 562905 Fare: wolfe craig
 Pickup: JFK AIRPORT Dest: scarsdale ny, SCARSDALE;WC
 CLIENT# : 022649
 EMPLOYEE # : 0001



OMNI HOTELS & RESORTS

downtown | austin

700 San Jacinto @ 8th Street

Austin, TX 78701

Phone: 512-476-3700 • Fax: 512-397-4888

Reservations: 800-843-6664

ELLIOTT, KRISTIN
406430293

Room Number: 918
Daily Rate:
Room Type: KN
No. of Guests: 1 / 0

ARRIVAL	DEPARTURE	CREDIT CARD	RATE PLAN	CATEGORY	ACCOUNT
03/19/14	03/21/14		EXPPK6	NETNOP	13601136933

DATE	ROOM NO	DESCRIPTION	REFERENCE	AMOUNT
03/19/14	918	WIFI INTERNET ACCESS	918/1/19:52/WIFI INTERNET ACCESS	\$9.95
03/19/14	918	SALES TAX 8.25%	SALES TAX 8.25%	\$0.82
03/19/14	918	ANCHO'S RESTAURANT	918/4685/20:44/ANCHO'S RESTAURANT	\$62.63 - Dinner /
03/20/14	918	ROOM SERVICE	918/240/07:54/ROOM SERVICE	\$39.65 - Breakfast /
03/20/14	918	WIFI INTERNET ACCESS	918/1/20:07/WIFI INTERNET ACCESS	\$9.95 - Lunch /
03/20/14	918	SALES TAX 8.25%	SALES TAX 8.25%	\$0.82
03/20/14	918	ROOM SERVICE	918/292/20:23/ROOM SERVICE	\$46.28 - Dinner /
03/21/14	918	AMERICAN EXPRESS	AMERICAN EXPRESS	(\$170.10)

TOTAL DUE: \$0.00

TERMS: DUE AND PAYABLE UPON PRESENTATION. I AGREE THAT MY LIABILITY FOR THIS BILL IS NOT WAIVED AND AGREE TO BE HELD PERSONALLY LIABLE IN THE EVENT THAT THE INDICATED PERSON, COMPANY OR ASSOCIATION FAILS TO PAY FOR ANY PART OR THE FULL AMOUNT OF THESE CHARGES.

OMNI HOTELS & RESORTS

downtown | austin
 700 San Jacinto @ 8th Street
 Austin, TX 78701
 Phone: 512-476-3700 • Fax: 512-397-4888
 Reservations: 800-843-6664

700 SAN JACINTO
 AUSTIN TX 78701

Tele- 512-476-3700 Fax- 512-397-4888

WOLFE, CRAIG

Room Number: 1321
 Daily Rate: \$237.15
 Room Type: KNOC
 No. of Guests: 1 / 0

ARRIVAL	DEPARTURE	CREDIT CARD	RATE CODE	MKT GROUP	ACCOUNT
07/09/13	07/10/13		CRPOSP	PACK	13601088250

DATE	ROOM NO	DESCRIPTION	REFERENCE	AMOUNT
07/09/13	1321	ROOM CHARGE	#1321 WOLFE, CRAIG	\$237.15
07/09/13	1321	CITY OCCUPANCY TAX 9%	CITY OCCUPANCY TAX 9%	\$21.34
07/09/13	1321	STATE OCCUPANCY TAX 6%	STATE OCCUPANCY TAX 6%	\$14.23
07/10/13	1321	MASTERCARD	MASTERCARD	(\$272.72)

TOTAL DUE: \$0.00

1-800-THE-OMNI

TERMS: DUE AND PAYABLE UPON PRESENTATION. I AGREE THAT MY LIABILITY FOR THIS BILL IS NOT WAIVED AND AGREE TO BE HELD PERSONALLY LIABLE IN THE EVENT THAT THE INDICATED PERSON, COMPANY OR ASSOCIATION FAILS TO PAY FOR ANY PART OR THE FULL AMOUNT OF THESE CHARGES.

OMNI HOTELS & RESORTS

downtown | austin

700 San Jacinto @ 8th Street
Austin, TX 78701

Phone: 512-476-3700 • Fax: 512-397-4888

Reservations: 800-843-6664

WOLFE, CRAIG

Room Number: 926

Daily Rate: 160.65

Room Type: DDN

No. of Guests: 1 / 0

ARRIVAL	DEPARTURE	CREDIT CARD	RATE PLAN	CATEGORY	ACCOUNT
7/21/13	7/23/13		CRPOSP	PACK	13601091043

DATE	ROOM NO.	DESCRIPTION	REFERENCE	AMOUNT
7/21/13	926	LOBBY LOUNGE	1520/727/21:45/LOBBY LOUNGE	\$21.83
7/21/13	926	ROOM CHARGE	#1520 WOLFE, CRAIG	\$160.65
7/21/13	926	CITY OCCUPANCY TAX 9%	CITY OCCUPANCY TAX 9%	\$14.46
7/21/13	926	STATE OCCUPANCY TAX 6%	STATE OCCUPANCY TAX 6%	\$9.64
7/22/13	926	MASTERCARD	MASTERCARD	(\$206.58)
7/22/13	926	ANCHO'S RESTAURANT	1520/3428/09:56/ANCHO'S RESTAURANT	\$19.02
7/22/13	926	MASTERCARD	MC	(\$19.02)
7/22/13	926	ANCHO'S RESTAURANT	1520/3449/13:22/ANCHO'S RESTAURANT	\$26.60
7/22/13	926	MASTERCARD	MASTERCARD	(\$26.60)
7/22/13	926	LOBBY LOUNGE	926/756/18:12/LOBBY LOUNGE	\$29.99
7/22/13	926	LOBBY LOUNGE	926/782/19:07/LOBBY LOUNGE	\$16.00
7/22/13	926	ROOM CHARGE	#926 WOLFE, CRAIG	\$160.65
7/22/13	926	CITY OCCUPANCY TAX 9%	CITY OCCUPANCY TAX 9%	\$14.46
7/22/13	926	STATE OCCUPANCY TAX 6%	STATE OCCUPANCY TAX 6%	\$9.64
7/23/13	926	MASTERCARD	MASTERCARD	(\$230.74)
7/23/13	926	ANCHO'S RESTAURANT	926/3506/08:24/ANCHO'S RESTAURANT	\$18.02
7/23/13	926	MASTERCARD	MASTERCARD**	(\$18.02)

500.96 ✓

TOTAL DUE: 500.96 \$0.00

TERMS: DUE AND PAYABLE UPON PRESENTATION. I AGREE THAT MY LIABILITY FOR THIS BILL IS NOT WAIVED AND AGREE TO BE HELD PERSONALLY LIABLE IN THE EVENT THAT THE INDICATED PERSON, COMPANY OR ASSOCIATION FAILS TO PAY FOR ANY PART OR THE FULL AMOUNT OF THESE CHARGES.

#655 Airfare
 50 Baggage Fee
 376.32 Hotel
 158.51 meals
 W. 59 Wc-fee

Elliott, Kristin

From: info@travelocitycustomer.com
Sent: Wednesday, March 19, 2014 9:06 AM
To: Elliott, Kristin
Subject: Itinerary - Austin - Mar 19, 2014 - (itin# 12591919237)

This e-mail contains a copy of an Travelocity itinerary sent by Travelocity agent from Kristin Elliott's account. For the most up-to-date information we recommend you [view this itinerary online](#).

Austin ([Change name](#))

Proof of citizenship is required for international travel. When children are traveling, additional documentation may also be necessary. **It is your responsibility to meet entry requirements for the countries you are traveling to and connecting through.**



Booked items



Your trip: Philadelphia to Austin

E-Ticket purchase has been confirmed by the airline. No tickets will be mailed. Airline check-in locations require government issued photo ID and may request proof of current date travel (such as a printed copy of this itinerary or a [printed receipt](#)) to issue a boarding pass. Airport security checkpoints may require you to display both your boarding pass and photo ID before proceeding to the gate, so we recommend that you obtain your boarding pass before proceeding to the security checkpoint. Your hotel reservation is confirmed.

Travelocity itinerary number: **12591919237** Main contact: KRISTIN ELLIOTT
 Travelocity booking ID (flight): OBCKVD (2)
 Travelocity booking ID (hotel): 406430293
 Airline ticket number(s): In process
 Hotel confirmation number: 40014724413

Traveler and cost summary

KRISTIN ELLIOTT	Adult	Add Frequent Flyer number(s)	\$746.37
		Insurance	\$37.36
		Flight taxes/fees, Taxes & Fees	\$132.59
		Total amount charged	\$916.32

Note: The flight portion of your trip is charged directly by the airline. This will result in you receiving a separate credit card charge for the flight, but the total charges on your credit card will be equal to the trip price.

[View payment history](#)

Flight summary

Wed 19-Mar-14

\$ +115
 tickets
 charges

\$1031.32
 Flight + hotel 2
 nights

Westlaw Research

Jul-13

<u>Account #</u>	<u>Client</u>	<u>User Name</u>	<u>User #</u>	<u>Day</u>	<u>Database</u>	<u>Transactions</u>	<u>Docs</u> <u>Lines</u>	<u>Connect</u> <u>Time</u>	<u>Standard</u> <u>Charge</u>	<u>Special</u> <u>Pricing</u>	<u>Tax</u> <u>Amount</u>	<u>Total</u> <u>Charge</u>
1000668562	022649.0001	Thompson, C	10632757	7/10/2013	0:26:43	0	0	0:26:43	916.99	825.29	73.25	898.54
1000668562	022649.0001	Thompson, C	10632757	7/14/2013	0:23:14	0	0	0:23:14	741.39	667.25	59.21	726.46

Westlaw Research

Oct-13

<u>Account #</u>	<u>Client</u>	<u>User Name</u>	<u>User #</u>	<u>Day</u>	<u>Database</u>	<u>Transactions</u>	<u>Docs</u>	<u>Connect</u>	<u>Standard</u>	<u>Special</u>	<u>Tax</u>	<u>Total</u>	
							<u>Lines</u>	<u>Time</u>	<u>Charge</u>	<u>Pricing</u>	<u>Amount</u>	<u>Charge</u>	
1000668562	022649.0001	Elliott, K	6915606	10/22/2013		0:28:55	0	2	0:28:55	811.34	730.21	64.81	795.02
1000668562	022649.0001	Elliott, K	6915606	10/24/2013		0:04:02	0	1	0:04:02	156.63	140.97	12.52	153.49
1000668562	022649.0001	Elliott, K	6915606	10/29/2013		0:08:53	0	0	0:08:53	291.85	262.67	23.32	285.98
1000668562	022649.0001	Elliott, K	6915606	10/30/2013		0:41:10	0	5	0:41:10	1524.47	1372.02	121.77	1493.79

Westlaw Research

Nov-13

<u>Account #</u>	<u>Client</u>	<u>User Name</u>	<u>User #</u>	<u>Day</u>	<u>Database</u>	<u>Transactions</u>	<u>Doc Lines</u>	<u>Connect Time</u>	<u>Standard Charge</u>	<u>Special Pricing</u>	<u>Tax Amount</u>	<u>Total Charge</u>
1000668562	022649.0001.	Elliott, K Elliott, K	6915606	11/17/2013	0:52:17	0	4	0:52:17	1664.99	1498.49	132.99	1631.48
1000668562	022649.0005.	Elliott, K	6915606	11/4/2013	0:48:00	0	10	0:48:00	1713.16	1541.84	136.85	1678.7

Westlaw Research

Mar-14

<u>Account #</u>	<u>Client</u>	<u>User Name</u>	<u>User #</u>	<u>Day</u>	<u>Database Transactions</u>	<u>Docs Lines</u>	<u>Connect Time</u>	<u>Standard Charge</u>	<u>Special Pricing</u>	<u>Tax Amount</u>	<u>Total Charge</u>
1000668562	022649.0001	Thompson, C	10212683	3/12/2014	0:15:44	0	0 0:15:44	555.56	500	44.39	544.39
1000668562	022649.0009	Kane, D	8388298	3/20/2014	0:00:00	11	3 0:00:00	365	328.5	29.15	357.65



PACER

Public Access to Court Electronic Records

INVOICE

Invoice Date: 07/03/2013


Usage From: 04/01/2013 to: 06/30/2013

Account Summary

Case

Client Matter Number

Cost

 Unsecured Creditors UniPoint - Case Administration

022649-0001

\$529.80





PACER

Public Access to Court Electronic Records

INVOICE

Invoice Date: 10/04/2013

Usage From: 07/01/2013 to: 09/30/2013

Account Summary

Metastorm Check Request

Page 5 of 5



Pacer (UPH Holdings-Case Administration) 612.87 022649-0001

02

000348





PACER

Public Access to Court Electronic Records

INVO

Invoice Date: 01/08/2014

Usage From: 10/01/2013 to: 12/31/

Account Summary

UPH Holdings	Case Administration	022649-0001	\$ 248.90	✓
TOTAL				



PACER

Public Access to Court Electronic Records

INVOICE

Invoice Date: 04/07/2014

Usage From: 01/01/2014 to: 03/31/2014

Account Summary

UPH Holdings	Case Administration	022649-0001	\$ 295.00	✓
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TOTAL				
-------	--	--	--	--

Labato Airport UPH Austin
Austin Yellow Cab
10630 Joseph Clayton Dr Bldg A
Austin, TX 78753
512-452-9999 *Confirm*

Cab# 00279
Driver# 65339
Hail# 13335131
From: 101
21-Mar-14 04:11
To: Bergstrom Airport
21-Mar-14 04:27

Card #: 74011
Card Type: AMEX
Status: Approved
Transaction #: 618387296
Authorization: 529052
Captured On: 21-Mar-14 05:32:20
Captured: \$40.00
Fare \$40.00 ✓

*** Customer Copy ***
21-Mar-14 04:27

PH Airport Pully - UPH Austin
PHILADELPHIA PARKING AUTHORITY *Confirm*

Philadelphia Parking Authority
Philadelphia Int'l Airport
Main Toll Plaza
Philadelphia, PA 19153
(215) 683-9842

Card Account:
Card Type: AMERICAN EXPRESS
Authorization Code: 564425

Cashier: 537 Seq # 24628
Ent: 12:50 03/19/14 Lane 1
Exit: 11:56 03/21/14 Lane 74
Duration: 1D(s) 23H(s) 5M(s)
Rate Code: 88 Shift: 124

FEE	\$	80.00
AMOUNT TEND	\$	80.00
CASH	\$	0.00
CREDIT CARD	\$	80.00
CHECK	\$	0.00
CHANGE	\$	0.00

PAID AT CT \$ 80.00
Taxes Included

*** Thank You ***

+ \$12 tolls ✓

+ 124 miles ✓

travel to
from
airport

UPH/Austin/
Confirm

Card to hold UPH - Austin
YELLOW CAB
Fare Receipt *Confirm*
(512) 452-9999
YellowCabAustin.com

Date _____
Received of _____
the Sum of _____
from _____
to _____
Independent Contractor Driver:
No. _____ Name _____

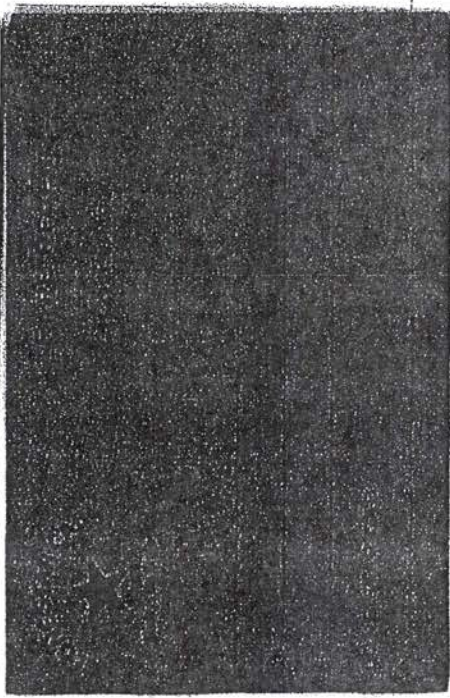


EXHIBIT F

**Final Fee Application Summary
(Local Rule 2016(a)(1))**

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

**SUMMARY OF FIRST AND FINAL APPLICATION OF KELLEY DRYE &
WARREN LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
PROFESSIONALS FOR THE PERIOD APRIL 15, 2013 THROUGH JUNE 30, 2014
PURSUANT TO LOCAL RULE 2016(a)(1) AND APPENDIX L-2016-a-2**

I. Client: Official Committee (the "Committee") of
Unsecured Creditors of UPH Holdings, Inc. (the
"Debtors")

II. Name of Applicant: Kelley Drye & Warren LLP ("Kelley Drye")

III. Total Amount of Fees and Expenses Requested:

Fees: \$456,918.00¹
 Expenses: \$19,721.57
 Time Period Covered: April 15, 2013 through June 30, 2014
 (the “Fee Period”)

IV. Breakout of Current Application:

Minimum Fee Increments: 0.1

Summary by Timekeeper

Name of Professional Person	Position	Year of Law School Graduation	Standard Hourly Rate ²	Discounted Hourly Rate for These Cases ³	Total Hours	Compensation Requested
Craig A. Wolfe, Esq.	Partner	1998	\$670	\$585	114.00	\$66,690.00
			\$690			
Kristin S. Elliott, Esq.	Special Counsel	2002	\$570	\$485	465.3	\$218,977.50
			\$590			
Dana P. Kane, Esq.	Associate	1998	\$530	\$477	34.9	\$17,160.30
			\$560	\$504		
Benjamin Blaustein, Esq.	Associate	2005	\$535	\$485	104.5	\$50,682.50
			N/A ⁴			
Sean R. Flanagan, Esq.	Associate	2002	\$580	\$522	7.6	\$3,967.20
			\$625	\$562.50		
Catherine L. Thompson, Esq.	Associate	2010	\$345	\$295	249.3	\$73,543.50
			\$375			

¹ This amount includes an estimated \$15,000 for fees and expenses incurred following the close of the Fee Period in connection with: (i) preparing this Application; (ii) preparing the final fee application on behalf of QSI, the Committee’s financial advisor; and (iii) responding to objections to the Application (if any) and attending the hearing thereon. Inclusive of this amount, pursuant to this Application, Kelley Drye seeks approval for fees and expenses in the aggregate amount of \$476,639.57.

² The first rate listed for each professional or paraprofessional is the relevant Kelley Drye customary rate in effect as of January 1, 2013, while the second rate for each individual is the customary rate in effect as of January 1, 2014.

³ Kelley Drye agreed to charge the time of the principal attorneys assigned to the Debtors’ cases at discounted fixed hourly rates (Craig Wolfe – Partner - \$585; Kristin Elliott – Special Counsel - \$485; Benjamin Blaustein – Associate - \$485; and Catherine Thompson – Associate - \$295). As to all other attorneys, Kelley Drye agreed to provide a discount of 10% from its standard hourly rates.

⁴ This professional or paraprofessional was not employed with Kelley Drye in 2014.

Name of Professional Person	Position	Year of Law School Graduation	Standard Hourly Rate ²	Discounted Hourly Rate for These Cases ³	Total Hours	Compensation Requested
Marie Vicinanza	Paralegal	N/A	\$240	N/A	45.1	\$10,897.00
			\$250			
				Total:	1020.7	\$441,918.00
				Blended Rate for Attorneys:	\$441.80	

Expenses⁵

Expense Category	Total Expenses
Postage	\$325.78
Duplication	\$850.60
Telephone	\$1,826.17
Courier	\$100.27
Travel Expenses/Cab Service	\$652.88
Long Distance Travel	\$3,347.75
Transcriptions	\$845.60
Meals	\$189.41
Lodging	\$1,150.00
Westlaw Research	\$8,585.10
Parking	\$161.44
PACER	\$1,686.57
Total:	\$19,721.57

Amount Allocated for Preparation of This Fee Application:

\$7,761.60 (through June 30, 2014) plus additional estimated amounts incurred after the close of the Fee Period.⁶

V. Prior Applications:

None.

⁵ Kelley Drye charges \$0.10 per page for in-house photocopying and \$0.00 per incoming and outgoing facsimile transmissions. All other expenses are billed per the actual charges (no premium) for services provided by third parties.

⁶ See *supra* n.1.

VI. Other Co-Equal or Administrative
Claimants in these Cases:

<u>Name</u>	<u>Party Represented</u>
Jackson Walker, LLP	Counsel to the Debtors
Tamarack Associates	Financial Advisor to the Debtors
The Brown Firm, PLLC	Special Counsel to the Debtors
Q Advisors	Investment Banker to the Debtors
QSI Consulting, Inc.	Financial Advisor to the Committee

Kelley Drye is not aware that allowance of the fees and expenses requested in this Application will result in this estate not being able to pay all co-equal or superior administrative claims in these chapter 11 cases.

VII. Results Obtained:

Matter 0001 – Case Administration

Fees: \$14,191.00; Hours: 44.0

During the Fee Period, Kelley Drye addressed numerous general and administrative matters arising in the Debtors' cases, all of which were necessary to Kelley Drye's effective representation of the Committee. Time allocated to this category primarily consists of reviewing relevant pleadings filed by various parties in interest, maintaining internal dockets and calendars, and arranging telephonic court appearances. Other significant activity in this category included preparing the Committee's bylaws, negotiating a confidentiality agreement and information sharing protocol with the Debtors, and developing and maintaining the Committee's web site.

Matter 0002 – Retention Matters (Applications and Objections)

Fees: \$15,532.50; Hours: 42.5

Time in this category relates to drafting pleadings for the Committee's retention of Kelley Drye as its counsel and QSI Consulting, Inc. as the Committee's financial advisor. During the Fee Period, Kelley Drye also reviewed the retention applications filed on behalf of the Debtors' retained professionals, including Jackson Walker L.L.P. as bankruptcy counsel, Tamarack Associates as financial advisor, and Q Advisors as investment bankers.

Matter 0003 – Fee Matters

Fees: \$12,012.60; Hours: 28.6

Kelley Drye's services in this category primarily relate to the preparation and filing of fee statements on behalf of QSI Consulting, Inc., the Committee's financial advisor, and for preparation of Kelley Drye's final Application.

Matter 0004 – Financing and Cash Collateral

Fees: \$7,793.00; Hours 15.8

During the Fee Period, Kelley Drye negotiated modifications to the Debtors' proposed cash collateral order to protect the Committee's interests. Kelley Drye also negotiated a modified extension of the Committee's challenge period to preserve claims and potential causes of action against Hercules, the Debtors' secured lender, pending the outcome of the Debtors' sale process and global settlement negotiations.

Matter 0005 – Asset Analysis, Recovery and Disposition

Fees: \$158,046.70; Hours: 358.3

Time spent in this category relates to the Debtors' efforts to market and sell substantially all of their assets, a process in which the Committee played a key role. During the Fee Period, Kelley Drye actively monitored the Debtors' marketing efforts in an effort to ensure that the sale process maximized interest in and value obtained for the Debtors' assets. Kelley Drye worked with all case professionals in advance to review and evaluate bids as they were submitted, and was an active participant on behalf of the Committee throughout the auction and sale process.

From the outset of the sale process, Kelley Drye raised concerns to Hercules and the Debtors regarding the designation of TNCI Operating Company, LLC ("TNCI") as the stalking horse bidder, and the consequences for the Debtors' estates should their assets be sold on terms that could lead to administrative insolvency. Kelley Drye engaged in extensive and hard-fought negotiations with Hercules to resolve the Committee's objections to the TNCI Sale and ultimately secured a global settlement with Hercules that paved the way for the TNCI Sale to proceed and for these cases to conclude through the confirmation and effectiveness of the Plan. The Committee Settlement implemented a complex sharing mechanism between Hercules and the Debtors' unsecured creditors for the distribution of proceeds of certain estate assets on which Hercules held a senior lien.

After resolving the Committee's objections to the TNCI Sale, Kelley Drye negotiated changes to the Debtors' proposed asset purchase agreement with TNCI (the "APA") and the sale order. Following Court approval of the TNCI Sale, Kelley Drye monitored the Debtors' progress toward final closing, including the serial interim closings contemplated under the APA.

Kelley Drye also played a significant role on behalf of the Committee in the working capital dispute that arose between the Debtors, Committee and Hercules, on the one hand, and TNCI on the other. By jeopardizing the Debtors' ability to collect a significant portion of the purchase price under the APA, the working capital dispute threatened the ability of unsecured creditors to realize a recovery under the Committee Settlement. Among other things, Kelley Drye developed detailed analyses of certain legal positions and defenses to TNCI's claims and worked with the Debtors and Hercules to prepare for and represent the estates' interests at a full-day mediation before former Bankruptcy

Judge Clark. Settling the working capital dispute preserved significant value for the estates and cleared a significant road block to confirming the Plan.

Matter 0006 – Executory Contracts and Leases

Fees: \$2,835.00; Hours: 6.6

This category represents time spent reviewing and analyzing issues relating to the Debtors' executory contracts and unexpired leases. Kelley Drye reviewed motions to reject certain contracts and leases and analyzed for the Committee the potential impact on the estates.

Matter 0007 – Avoidance Actions

Fees: \$33,128.50; Hours: 68.8

This category includes time spent by Kelley Drye to review and analyze estate causes of action, including an investigation of potential claims against insiders in connection with the Debtors' pre-petition leveraged buyout transaction, an investigation of Hercules's prepetition liens and claims and potential causes of action related thereto, and during the latter part of the Fee Period, monitoring preference actions pursued by the Debtors and, where appropriate, providing the Committee's consent to the proposed resolution of such claims.

Matter 0008 – Claims Administration and Objections

Fees: \$8,252.00; Hours: 18.6

This category represents time spent addressing issues related to the assertion and allowance or disallowance of claims against the Debtors' estates. Kelley Drye reviewed and commented on the Debtors' motion to establish a general bar date for creditors to file unsecured proofs of claim against the estates. Kelley Drye also negotiated for the establishment of an administrative bar date, to ensure that the Plan could satisfy feasibility standards for confirmation.

This category also includes time Kelley Drye spent analyzing filed and scheduled claims to assess the composition of the creditor body and amount of claims of differing priorities. Kelley Drye monitored the Debtors' efforts to determine and fix their liabilities to various taxing authorities pursuant to section 505 of the Bankruptcy Code.

Matter 0009 – Disclosure Statement and Plan of Reorganization

Fees: \$101,924.90; Hours: 229.2

As discussed above, Kelley Drye negotiated the Committee Settlement with Hercules which established a structure around which the Debtors could confirm the Plan. During the Fee Period, Kelley Drye negotiated a detailed plan term sheet with Hercules to ensure that the key terms and conditions of the Committee Settlement were incorporated into the Plan.

Kelley Drye also substantially revised the Debtors' Initial Plan Documents filed in September 2013. Among other things, Kelley Drye amended the Initial Disclosure Statement to include key facts and information about the Chapter 11 Cases, to describe the Committee Settlement for creditors, and to provide disclosures regarding the risks and contingencies associated with the Plan. Kelley Drye also amended the Initial Plan and the Initial Trust Agreement to incorporate and implement all of the terms of the Committee Settlement, including the complex sharing mechanism according to which distributions will be made, and to provide protections and flexibility to the Liquidating Trustee to maximize the efficient administration of the Liquidating Trust. Kelley Drye's substantial modifications to the Plan Documents addressed objections filed to the Disclosure Statement by the Office of the United States, facilitated the Court's approval of the Disclosure Statement on February 11, 2014, thereby paving the way for solicitation of votes and confirmation of the Plan.

C

The Plan was confirmed on March 27, 2014 and became effective on July 1, 2014.

Matter 0010 – Committee and Creditor Communications

Fees: \$54,046.50; Hours: 120.1

Time in this category relates to the preparation for and participation at regular Committee meetings, as well as Kelley Drye's regular email correspondence to the Committee about key developments in the Debtors' cases including, but not limited to, the sale process, the Plan and Disclosure Statement, and the working capital dispute with TNCI. In addition, this time category includes Kelley Drye's effort to respond to individual creditor or Committee member inquiries.

Matter 0011 – Business Operations

Fees: \$2,895.00; Hours: 6.4

This category includes time spent analyzing and addressing issues related to the Debtors' postpetition operations. During the Fee Period, Kelley Drye corresponded regularly with the Debtors' professionals and analyzed weekly operational reports prepared by the Debtors' financial advisor to monitor the Debtors' performance relative to budget.

Matter 0012 – Court Hearings

Fees: \$10,678.50; Hours: 20.1

This category represents time expended by Kelley Drye professionals to prepare for and participate in proceedings before the Court in these cases, whether in person or by telephonic appearance. During the Fee Period, Kelley Drye participated in numerous hearings of significance to these estates including, but not limited to, hearings to approve the Debtors' use of cash collateral, to authorize the sale of the Debtors' assets to TNCI, and to confirm the Plan.

Matter 0013 – Relief from Stay/Adequate Protection

Fees: \$712.50; Hours: 1.9

During the Fee Period, Kelley Drye reviewed a lift-stay motion filed by a landlord and advised the Committee with respect to the potential impact on the Debtors' estates.

Matter 0014 – Employee Benefits/Pensions

Fees: \$0.00; Hours 0.0

No time was billed to this matter during the Fee Period.

Matter 0015- Other Contested Matters

Fees: \$19,870.00; Hours: 46.0

Time in this category reflects time spent analyzing and advising the Committee with respect to the Debtors' various actions to recover intercarrier compensation from, among others, Sprint Nextel Corporation, *et al.*, T-Mobile USA, Inc. and Leap Wireless International, Inc., *et al.* Among other things, Kelley Drye reviewed the Debtors' pleadings and briefing on various issues, including arguments related to motions to dismiss filed by each of the aforementioned defendants.

Matter 0016- Non-Working Travel Time

Fees: \$0.00; Hours: 13.8

Pursuant to Kelley Drye's fee arrangement with the Committee, Kelley Drye agreed not to bill the estates for non-working travel time. Accordingly, the Application does not seek any compensation for time included in this category.

VIII. Hourly Rates

The hourly rates sought in the Application are justified by the complexity of these cases and the experience of Kelley Drye's professionals in complex restructuring matters. Kelley Drye notes that, pursuant to an agreement with the Committee, the firm has voluntarily reduced its standard hourly rates for these cases. Rates for the primary attorneys assigned to the case were fixed at a substantial discount to Kelley Drye's standard hourly rates, as follows:

<u>Professional</u>	<u>Voluntary Capped Rate/Hour</u>	<u>2013 Standard Rate/Hour</u>	<u>2014 Standard Rate/Hour</u>
Craig Wolfe (partner)	\$585	\$670	\$695
Kristin Elliott (special counsel)	\$485	\$570	\$590
Benjamin Blaustein (associate)	\$485	\$535	N/A
Catherine Thompson (associate)	\$295	\$345	\$375

As to all other attorneys, Kelley Drye agreed to provide a discount of 10% from its standard hourly rates. In addition, Kelley Drye agreed not to charge any fees for non-working travel time.

The number of years of experience for each Kelley Drye professional is listed in the charts included as part of Section IV of this Summary. Brief biographies of all attorneys identified on the charts are attached.⁷ Throughout these cases, Kelley Drye has made concerted efforts to avoid and/or minimize any duplication of efforts by other estate professionals.

⁷ While certain attorneys are no longer affiliated with Kelley Drye, a copy of their Kelley Drye biography in effect during these cases is attached.



Craig A. Wolfe

PARTNER

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(310) 712-6100

Craig Wolfe is a partner in the firm's New York and Los Angeles offices. Mr. Wolfe's practice focuses on representing debtors, creditors' committees, individual creditors, lenders, purchasers of assets and indenture trustees in complex Chapter 9, Chapter 11, Chapter 15, and cross-border insolvency cases and out-of-court workouts. He has experience in all aspects of bankruptcy law.

Mr. Wolfe regularly represents creditors' committees in the bankruptcies of companies in various industries, including the maritime, shipping, shipbuilding and offshore petroleum industries. Mr. Wolfe, who was the CEO of a maritime company for more than a decade, has recently served as counsel to the official committees of unsecured creditors in the bankruptcy cases of *TMT Shipping* (Houston), *B+H Ocean Carriers* (New York), *U.S. Shipping* (New York), *Derecktor Shipyards* (Connecticut), *Hawaii Superferry* (Delaware), and *Bender Shipbuilding* (Alabama). Mr. Wolfe also represented the proposed official committee of unsecured creditors in the chapter 9 bankruptcy of Jefferson County, Alabama.

He also represents chapter 11 debtors and has served as debtor's counsel for companies such as Contessa Premium Foods, Warnaco, Owens Corning, Horizon PCS, Federal Mogul, Imagyn Medical Technologies, Aragon Engineering and the Everyday convenience store chain.

Mr. Wolfe further represents individual clients in the petroleum trading, offshore oil, pipeline, maritime, shipbuilding, food manufacturing, chemical, aircraft, steel, publishing, retail, manufacturing and printing industries.

Honors and Awards

Recipient of the Turnaround Management Association's Transaction of the Year – Mid-Size Company Award for his work as Debtor's counsel to Contessa Premium Foods, Inc.

Recommended in *US Legal 500* for his work in the Corporate Restructuring area, 2010 and 2012.

Client Advisories

"Revisiting Limitations on Claims Trading," September 5, 2007

"Lenders' Pre and Post-Petition Liens Trump Vendor's Reclamation Rights Under the Amended Bankruptcy Code," January 30, 2007

Bar Admissions

New York
California
District of Columbia

Education

Yale Law School
J.D.

University of California – Berkeley
B.A., *highest distinction*



Kristin S. Elliott

SPECIAL COUNSEL

NEW YORK, NY

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PHONE: (212) 808-5089

Kristin Elliott is special counsel in the firm's New York office. Her practice focuses on business reorganization, creditors' rights and bankruptcy litigation.

Ms. Elliott has experience representing chapter 11 debtors, creditors' committees, indenture trustees, liquidating trustees, secured creditors and other parties in interest in all aspects of bankruptcy and insolvency proceedings.

Representative Experience

In re UPH Holdings, Inc., et al.

Represent official committee of unsecured creditors appointed in chapter 11 proceedings filed by telecommunications provider in the United States Bankruptcy Court for the Western District of Texas.

In re The Fuller Brush Company, Inc., et al.

Represent official committee of unsecured creditors appointed in chapter 11 proceedings filed in the United States Bankruptcy Court for the Southern District of New York by manufacturer of home and business cleaning and personal care products.

In re Z Gallerie

Represent official committee of unsecured creditors appointed in chapter 11 proceeding filed by furniture retailer in the United States Bankruptcy Court for the Central District of California.

In re Delfasco, Inc.

Represent official committee of unsecured creditors appointed in chapter 11 proceeding filed by test bomb manufacturer in the United States Bankruptcy Court for the District of Delaware.

In re Circuit City Stores, Inc., et al.

Represent liquidating trustee of electronics retailer in numerous bankruptcy avoidance actions pending in the United States Bankruptcy Court for the Eastern District of Virginia.

In re Revel AC, Inc., et al.

Represent indenture trustee/collateral agent for second lien notes in issuer and affiliates' pre-packaged chapter 11 proceedings in the United States Bankruptcy Court for the District of New Jersey.

In re TerreStar Networks, Inc., et al.

Represent indenture trustee/collateral agent for senior secured notes in issuer and affiliates' chapter 11 proceedings in the United States Bankruptcy Court for the Southern District of New York.

In re Indianapolis Downs LLC, et al.

Represent indenture trustee/collateral agent for senior subordinated secured notes in issuers' chapter 11 proceedings in the United States Bankruptcy Court for the District of Delaware.

Bar Admissions

New York, 2004

New Jersey, 2002

Court Admissions

U.S. Court of Appeals – Third Judicial Circuit

U.S. District Court – Southern, Eastern and Northern Districts of New York

U.S. District Court – District of New Jersey

Education

Rutgers School of Law – Newark

J.D., *cum laude*, 2002

Rutgers University

B.A., *cum laude*, 1993



Benjamin Blaustein

ASSOCIATE

NEW YORK, NY

EMAIL: bblaustein@kelleydrye.com

PHONE: (212) 808-7844

Ben Blaustein is an associate in the firm's New York office. His practice focuses on restructuring, bankruptcy and creditors' rights.

Mr. Blaustein regularly represents secured and unsecured creditors, creditors' committees, debtors and post-confirmation trusts in Chapter 11 cases. He has particular experience in representing creditor committees in the maritime, shipping, shipbuilding and offshore petroleum industries. He also regularly advises parties to derivative contracts on drafting and negotiating forwards, swaps, master agreements and credit arrangements, and their rights under the safe harbor provisions of the Bankruptcy Code.

Representative Experience

Representation of official creditor committees in *B+H Ocean Carriers* (New York), *U.S. Shipping Partners* (New York), *Bender Shipbuilding* (Alabama), *Hawaii Superferry* (Delaware), *Derecktor Shipyards* (Connecticut), *Verestar* (New York), and other cases.

Representation of various energy companies and other creditors in *Lehman Brothers*, *SemCrude*, *Chemtura*, *Lyndell*, and many other cases.

Publications

"Unfinished Business: Swap Participants Gain Ground," *The Bankruptcy Strategist*, May 2009, co-author.

"National Gas Ruling Is a Victory for Swap Participants," *Dow Jones DBR Small Cap*, March 25, 2009, co-author.

Speaking Engagements

"Creditors' Rights in Bankruptcy" and "Treatment of Derivatives in Bankruptcy," Presentations to BP, July 2009

Bar Admissions

New York, 2006

Court Admissions

U.S. District Court – Southern District of New York

Education

University of Michigan Law School

J.D., *cum laude*, 2005

Hebrew University of Jerusalem, Israel

M.A., *magna cum laude*, 2002

University of Haifa, Israel

B.A., *with honors*, 2000

Languages

Hebrew



Catherine Thompson

ASSOCIATE

NEW YORK, NY

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PHONE: (212) 808-7525

Catherine Thompson is an associate in the firm's New York office. She focuses her practice on restructuring, bankruptcy and creditors' rights.

Memberships and Associations

American Bankruptcy Institute

Bar Admissions

New York, 2011

Court Admissions

U.S. District Court – Southern and Eastern Districts of New York

Education

St. John's University School of Law

LL.M., Bankruptcy, 2011

CALI Award for Excellence, Bankruptcy Accounting and Supreme Court Amicus Brief

Dean's Merit Scholarship Recipient

New York Law School

J.D., 2010

Steven E. Pegalis Scholarship Recipient

Grand Valley State University

B.A., 2007

EXHIBIT G

Proposed Order

Upon the application (the "Application") of Kelley Drye & Warren LLP ("Kelley Drye"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of UPH Holdings, Inc., *et al.*, the above-captioned debtors and debtors-in-possession (the "Debtors"), for compensation and reimbursement of expenses of professionals for the period April 15, 2013 through June 30, 2014 (the "Fee Period"); the Court having reviewed the Application; and the Court finding that notice of the Application and the hearing thereon was adequate under the circumstances and that all parties with notice of the Application were afforded the opportunity to be heard on the Application; and therefore it is

ORDERED that the Application is GRANTED; and

IT IS FURTHER ORDERED that Kelley Drye is allowed on a final basis (a) compensation for services rendered to the Committee during the Fee Period in the amount of \$441,918.00; (b) reimbursement for actual and necessary expenses incurred during the Fee Period in the amount of \$19,721.57; and (c) \$15,000.00 for post-Fee Period fees and expenses incurred in connection with final fee applications of Committee professionals; and

IT IS FURTHER ORDERED that the Debtors are authorized and directed to pay Kelley Drye the amounts awarded under this Order pursuant to the terms and conditions of the Plan; and

IT IS FURTHER ORDERED, that the terms and conditions of this Order shall be immediately enforceable and effective upon its entry.

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Order prepared and is being submitted by:

KELLEY DRYE & WARREN LLP
Kristin S. Elliott, Esq. (Admitted *pro hac vice*)
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