

ORIGINAL

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION
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COMMISSION
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IN RE:
EPICUS COMMUNICATIONS
GROUP, INC.,

CASE NO. 04-34915-BKC-PGH
CHAPTER 11
Jointly Administered

Debtor.

IN RE:
EPICUS INC.,

CASE NO. 04-34916-BKC-PGH
CHAPTER 11

Debtor.

**DEBTOR'S MOTION TO ENGAGE TEOCO TO CONDUCT A
COST MANAGEMENT AUDIT, ALLOW PAYMENT OF FEES AND COSTS,
AND PAYMENT OF A SECURITY RETAINER**

EPICUS, INC., the Debtor-in-Possession, by and through undersigned counsel, moves the Court for an Order Approving the engagement of TEOCO Corporation ("TEOCO") pursuant to the terms of the Professional Services Agreement, to conduct a cost management audit of the Debtor to identify post-petition billing errors, and would state as follows:

1. On October 25, 2004, the Debtor initiated this case by filing a Voluntary Petition under

CMP _____ Chapter 11 of Title 11 of the United States Code in this Court. The Debtor's parent company,
COM _____ Epicus Communications Group, Inc., filed a Voluntary Petition under Chapter 11 on October 25,
CTR _____
ECR _____ 2004 under Case No. 04-34915-BKC-PGH. Pursuant to Court order, the cases are being jointly
BCL _____ administered.

2. The Debtor is a telephone services re-seller with facilities in Seminole County, Florida.

RCA _____ The Debtor has been operating its business and managing its affairs as a Debtor-in-Possession under
ICR _____ the authority of 11 U.S.C. §§1107 and 1108.

SEC 1
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3. The Debtor wishes to hire TEOCO to conduct an audit of the Debtor's post-petition network cost invoices to identify billing errors, file disputes and negotiate the settlements directly with the Debtor's vendors

4. TEOCO will conduct weekly calls to update the Debtor on the status and submit bi-weekly, weekly and monthly reports to the Debtor. The Debtor will make the final determination on whether or not TEOCO is to proceed with disputes.

5. TEOCO will receive thirty-five percent (35%) of the dollar value of any credits, offsets, discounts or trades for reciprocal services, equipment or rights of ownership received by the Debtor as a result of the disputed invoices. Invoicing by TEOCO will be on a monthly basis.

6. The Debtor will pay TEOCO a security retainer in the amount of \$15,000.00 in addition to the thirty-five percent (35%) payment.

7. TEOCO will also be reimbursed for its travel and other out-of-pocket expenses in the amount up to \$15,000.00.

8. A copy of the agreement is being attached to the original of this Motion on file in the Bankruptcy Court, the courtesy copy provided to the Court and the copy of the Motion provided to the U.S. Trustee and counsel for the Creditors' Committee. A copy of the agreement is available from undersigned counsel upon request.

WHEREFORE, the Debtor moves that this Court enter an Order allowing the Debtor to engage TEOCO pursuant to the terms of the Professional Services Agreement, to conduct an audit of the Debtor's post-petition network cost invoices to identify billing errors, file disputes and negotiate the settlements, allow the Debtor to pay TEOCO thirty-five percent (35%) of the dollar value of any settlements with vendors, allow the Debtor to pay TEOCO a \$15,000.00 security

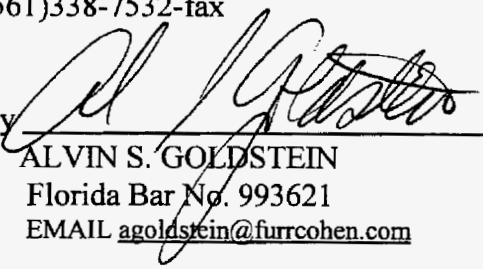
retainer, allow the Debtor to reimburse TEOCO for travel and other out-of-pocket expenses and for such other and further relief as this Court deems just and proper.

I HEREBY CERTIFY that a true and correct copy of the foregoing was sent via U.S. Mail this 14th day of June, 2005 to all parties on the attached matrix.

I HEREBY CERTIFY that I am admitted to the Bar of the United States District Court for the Southern District of Florida and I am in compliance with the additional qualifications to practice in this Court set forth in Local Rule 2090-1(A).

FURR AND COHEN, P.A.
Attorney for Debtor
2255 Glades Road
One Boca Place, Suite 337W
Boca Raton, FL 33431
(561) 395-0500
(561)338-7532-fax

By


ALVIN S. GOLDSTEIN
Florida Bar No. 993621
EMAIL agoldstein@furrcohen.com

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