

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

IN RE:	§	
UPH HOLDINGS, INC.	§	CASE NO. 13-10570
PAC-WEST TELECOMM, INC.	§	CASE NO. 13-10571
TEX-LINK COMMUNICATIONS, INC.	§	CASE NO. 13-10572
UNIPOINT HOLDINGS, INC.	§	CASE NO. 13-10573
UNIPOINT ENHANCED SERVICES, INC.	§	CASE NO. 13-10574
UNIPOINT SERVICES, INC.	§	CASE NO. 13-10575
NWIRE, LLC	§	CASE NO. 13-10576
PEERING PARTNERS COMMUNICATIONS, LLC	§	CASE NO. 13-10577

DEBTORS. § CHAPTER 11

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

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

NOTICE OF ENTRY OF ORDER ON  
DEBTORS' EMERGENCY MOTION FOR INTERIM AND  
FINAL ORDERS PURSUANT TO SECTIONS 105(A) AND 366 OF  
THE BANKRUPTCY CODE: (I) PROHIBITING UTILITIES FROM  
ALTERING, REFUSING, OR DISCONTINUING SERVICES TO, OR  
DISCRIMINATING AGAINST, THE DEBTORS ON ACCOUNT OF PREPETITION  
AMOUNTS DUE; (II) DEEMING UTILITIES ADEQUATELY ASSURED  
OF FUTURE PAYMENT; AND (III) ESTABLISHING PROCEDURES FOR  
DETERMINING REQUESTS FOR ADEQUATE ASSURANCE

PLEASE TAKE NOTICE that on the 2nd day of April 2013, the Court entered its order  
on the Debtors' Emergency Motion for Interim and Final Orders Pursuant to Sections 105(a) and

COM	_____	
AFD	_____	366 of the Bankruptcy Code: (i) Prohibiting Utilities from Altering, Refusing, or Discontinuing
APA	_____	
ECO	_____	Services to, or Discriminating Against, the Debtors on Account of Prepetition Amounts Due;
ENG	_____	
GCL	_____	(ii) Deeming Utilities Adequately Assured of Future Payment; and (iii) Establishing Procedures
IDM	_____	
TEL	_____	
CLK	NG	

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for Determining Requests for Adequate Assurance ("Order"). A true and correct copy of the Order is attached hereto as Exhibit A.

Dated: April 2, 2013.

Respectfully submitted,

JACKSON WALKER L.L.P.  
100 Congress Ave., Suite 1100  
Austin, Texas 78701  
(512) 236-2000  
(512) 236-2002 - FAX

By: /s/ Jennifer F. Wertz  
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State Bar No. 01797600  
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**PROPOSED COUNSEL FOR  
DEBTORS-IN-POSSESSION**

**CERTIFICATE OF SERVICE**

I hereby certify that on the 2nd day of April 2013, a true and correct copy of the foregoing Order was served via the Court's CM/ECF electronic notification system on all parties requesting same, and via US first class mail, post prepaid to the parties listed on the attached service list.

*/s/ Jennifer F. Wertz* \_\_\_\_\_

Jennifer F. Wertz

Steve Hubbard / RBC  
P.O. Box 73199  
Chicago, IL 60673

One Communications/Earthlink  
P.O. Box 415721  
Boston, MA 02241-5721

America OnLine  
P.O. Box 1450  
Minneapolis, MN 55485-8702

Telesense  
Cabs Department  
P.O. Box 364300  
Las Vegas, NV 89133-6430

Cox Communications  
ATTN: COX ACCESS BILLING  
P.O. Box 1053390  
Atlanta, GA 30348-5339

CenturyLink  
P.O. Box 2961  
Phoenix, AZ 85062-2961

Frontier  
P.O. Box 92713  
Rochester, NY 14692-0000

Cogent Communications  
P.O. Box 791087  
Baltimore, MD 21279-1087

Genband, Inc.  
P.O. Box 731188  
Dallas, TX 75373-1188

Samsara  
1250 S Capital of Texas Highway  
Bldg 2-235  
West Lake Hills, TX 78746

La Arcata Development Limited  
ATTN: ACCOUNTS RECEIVABLE  
c/o NAI Reco Partners  
1826 N. Loop 1604 W, #250  
San Antonio, TX 78248

Grande Communications Network  
Dept 1204  
P.O. Box 121204  
Dallas, TX 75312-1204

Telus Corporation  
215 Slater Street  
Ottawa, Ontario, K1P 5N5  
CANADA

Alpheus Communication  
1301 Fannin, 20<sup>th</sup> Floor  
Houston, TX 77002  
Attn: SVP – Contract  
Administration

Hines Reit One Wilshire, L.P.  
Dept 34124  
P.O. Box 390000  
San Francisco, CA 94139

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

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

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

FPL FiberNet LLC  
TJ412-01-0-R  
ATTN: FISCAL SERVICES  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

Pilot Communications  
P.O. Box 77766  
Stockton, CA 95267-1066

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Carol Stream, IL 30197

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220 E Channel Street  
Stockton, CA 95202



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

**Dated: April 02, 2013**

*Craig A. Gargotta*

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**CRAIG A. GARGOTTA  
UNITED STATES BANKRUPTCY JUDGE**

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

<b>IN RE: UPH HOLDINGS, INC.</b>	§	<b>CASE NO. 13-10570</b>
<b>PAC-WEST TELECOMM, INC.</b>	§	<b>CASE NO. 13-10571</b>
<b>TEX-LINK COMMUNICATIONS, INC.</b>	§	<b>CASE NO. 13-10572</b>
<b>UNIPOINT HOLDINGS, INC.</b>	§	<b>CASE NO. 13-10573</b>
<b>UNIPOINT ENHANCED SERVICES, INC.</b>	§	<b>CASE NO. 13-10574</b>
	§	
<b>UNIPOINT SERVICES, INC.</b>	§	<b>CASE NO. 13-10575</b>
<b>NWIRE, LLC</b>	§	<b>CASE NO. 13-10576</b>
<b>PEERING PARTNERS COMMUNICATIONS, LLC</b>	§	<b>CASE NO. 13-10577</b>

**DEBTORS.**

**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**

§ **CHAPTER 11**

§ *JOINT ADMINISTRATION  
REQUESTED*

**INTERIM ORDER REGARDING DEBTORS' EMERGENCY  
MOTION FOR INTERIM AND FINAL ORDERS PURSUANT TO  
SECTIONS 105(A) AND 366 OF THE BANKRUPTCY CODE: (I)  
PROHIBITING UTILITIES FROM ALTERING, REFUSING, OR DISCONTINUING  
SERVICES TO, OR DISCRIMINATING AGAINST, THE DEBTORS ON ACCOUNT OF  
PREPETITION AMOUNTS DUE; (II) DEEMING UTILITIES ADEQUATELY  
ASSURED OF FUTURE PAYMENT; AND (III) ESTABLISHING PROCEDURES  
FOR DETERMINING REQUESTS FOR ADEQUATE ASSURANCE**

CAME ON FOR CONSIDERATION the Emergency Motion of the Debtors Pursuant to §§ 105(a) and 366 of the Bankruptcy Code: (i) Prohibiting Utilities for Altering, Refusing, or Discontinuing Services to or Discriminating Against, the Debtors on Account of PrePetition Amounts Due; (ii) Deeming Utilities Adequately Assured of Future Payment; and (iii) Establishing Procedures for Determining Requests for Adequate Assurance ("Motion"). The Court finds that the relief sought in the Motion should be granted to the extent set forth in this Interim Order; it is therefore

**ORDERED ADJUDGED AND DECREED AND NOTICE IS HEREBY GIVEN THAT:**

The Debtors are authorized to pay on a timely basis, in accordance with their pre-petition practices, all undisputed invoices for post-petition services provided by the Utility Companies (as defined in the Motion) listed on attached Exhibit A to the Debtors' Motion; it is further

**ORDERED** that the Debtors are authorized to pay on a timely basis, in accordance with their pre-petition practices, all undisputed invoices for post-petition utility service provided by the Utility Companies listed on attached Exhibit A (as defined in the Motion) to the Debtors; it is further

**ORDERED** that any undisputed charge for utility service provided by a Utility Company to the Debtors post-petition shall constitute an administrative priority expense under 11 U.S.C. § 503(b)(1)(A) and § 507(a)(1); it is further

**ORDERED** that the Debtors shall provide a deposit in the aggregate of a sum equal to one month of projected utility services, split into two payments, with the first payment to be paid on the fifteenth (15th) day following entry of this Order, and the second and final payment to be paid on the thirtieth (30th) day following entry of this Order, an Adequate Assurance Deposit (as defined in the Motion) to each of the Utility Companies in the amount and to the extent set forth on Exhibit A to the Motion; it is further

ORDERED that the Adequate Assurance Deposit paid to the Utility Company shall constitute adequate assurance of payment for future services as required under 11 U.S.C. § 366; it is further

ORDERED that the Utility Companies are prohibited from altering, refusing, or disconnecting utility service to the Debtors or otherwise discriminating against the Debtors on account of unpaid pre-petition invoices and from requiring the payment of a deposit or other security in connection with the provision of post-petition Utility Services other than as provided for in this Order, unless otherwise ordered by this Court; it is further

ORDERED that the Debtors shall serve this Order with Exhibit A, including the account number of the Debtors with each Utility Company, upon each of the Utility Companies within five (5) business days after the entry of this Order and file a certificate of service with the Court; it is further

ORDERED that this Order is without prejudice to the rights of a Utility Company to object to this Order and request in writing from proposed counsel for the Debtors at the following address: Jackson Walker LLP, Patricia B. Tomasco and Jennifer F. Wertz, 100 Congress Avenue, Suite 1100, Austin, Texas, 78701 additional assurances of payment in the form of deposits or other security ("Additional Assurances Request"), if such Additional Assurances Request is made by a Utility Company so that it is received on or prior to the date that is thirty (30) days after the entry of this Order ("Request Deadline") by proposed counsel for the Debtors; it is further

ORDERED that if a Utility Company makes an Additional Assurances Request that the Debtors believe is unreasonable, and the Debtors and the Utility Company are unable to resolve, the Utility Company shall promptly file and serve upon such proposed counsel for the Debtors, a

motion for determination of adequate assurance with respect to such Utility Company and a request for expedited hearing, and the Court will set a hearing on such motion (“Determination Hearing”); it is further

ORDERED that the Utility Company for which a Determination Hearing is scheduled, as described in the immediately preceding paragraph, shall be deemed to have adequate assurance of payment until a further order of this Court is entered in connection with such Determination Hearing, or otherwise, with respect to the Additional Assurances Request made by a Utility Company; it is further

ORDERED that if a Utility Company does not make an Additional Assurances Request as provided in the above paragraph from the date of the service of this Order as set forth herein, such Utility Company shall be deemed to have assurance of payment under 11 U.S.C. § 366(b) and (c) without further security above and beyond the Adequate Assurance Deposit; it is further

ORDERED that the Debtors are authorized to supplement, as necessary, the list of Utility Companies and serve a copy of this Order and the Motion on any newly identified utility company together with a proposed Adequate Assurance Deposit for such utility company; it is further

ORDERED that nothing contained in this Order or in the Motion in support of the entry hereof shall be deemed to supersede, modify or contradict any motion or Orders approving the use of Cash Collateral, and the Budget annexed to such motion or Orders.

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PREPARED AND SUBMITTED BY:

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