

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

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COMMISSION
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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 § *JOINT ADMINISTRATION*
AUSTIN, TEXAS 78730 § *REQUESTED*

DEBTORS' MOTION FOR ORDER AUTHORIZING JOINT ADMINISTRATION

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

COMES NOW UPH Holdings, Inc., ("UPH"), Pac-West Telecomm, Inc., ("Pac-West"),
Tex-Link Communications, Inc., ("Tex-Link"), UniPoint Holdings, Inc. ("UniPoint Holdings"),
UniPoint Enhanced Services, Inc. ("UniPoint Enhanced Services"), UniPoint Services, Inc.,
("UniPoint Services"), nWire, LLC ("nWire"), and Peering Partners Communications, LLC
("Peering Partners") (collectively, the "Debtors"), and hereby file this, their Motion for Order
Authorizing Joint Administration of their cases under FED. R. BANKR. P. 1015(b)(4) ("Rule
1015(b)"), and would show the Court as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this case and this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the standing order of reference of the United States District Court for the Western District of Texas. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (M). Venue is proper in this Court under 28 U.S.C. §§ 1408 and 1409.

FACTUAL BACKGROUND

2. On March 28, 2013 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors continue in possession of their property and management of its business as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108.

3. A description of the background of the Debtors and the events leading up to the filing of the voluntary petitions by the Debtors, is provided in the Declaration of J. Michael Holloway in Support of First Day Motions, which is incorporated herein by reference.

4. The Debtors are a group of affiliated entities that provide telecommunication services in a variety of contexts including voice over Internet protocol ("VoIP"), local exchange and enhanced telecommunications, and data services. A brief background of each of the Debtors follows:

A. Corporate Organization

(a) UPH Holdings, Inc.

5. UPH Holdings, Inc. ("UPH") is a Delaware corporation headquartered in Austin, Texas. UPH is a privately held, non-operating holding company with investments in UniPoint Holdings and Pac-West, and indirect investments in subsidiaries of those two companies. UPH does not currently hold any authorizations to provide telecommunications services. UPH was formed to hold the stock of Unipoint Holdings, and its subsidiaries, Peering Partners, and nWire. UPH then acquired the stock in Pac-West pursuant to a Merger Agreement dated September 7, 2011.

As a result of these various transactions and the Pac-West Merger Agreement, UPH is now the holding company for UniPoint Holdings, Inc. and Pac-West Telecomm, Inc. All other Debtors are subsidiaries of either UniPoint Holdings, Inc. or Pac-West Telecomm, Inc.

(b) UniPoint Holdings, Inc.

6. UniPoint Holdings, Inc., a Delaware corporation, ("UniPoint Holdings") provides enhanced product and service offering to meet the needs of rapidly evolving communications world, primarily in the wholesale arena. Products and services offered by UniPoint Holdings include: business and residential communications services, IP peering, unbundled VoIP network elements, direct Internet access, virtual private networks, virtual network elements, origination, termination, toll-free, and other cloud-based services. UniPoint Holdings was formed in 2001 to acquire the assets of PointOne Communications, Inc. and its various subsidiaries out of the chapter 11 reorganization case, *In re PointOne Communications, Inc.*, in the United States Bankruptcy Court for the Western District of Texas, Case No. 01-12978-FRM.

(c) Pac-West Telecomm, Inc.

7. Pac-West Telecomm, Inc., a California corporation ("Pac-West"), provides advanced telecommunications and data services, enabling traditional and next-generation carriers to efficiently design, deploy, and deliver integrated communications solutions. Pac-West offers origination, termination, managed modem, co-location, database, and transport services. Pac-West currently operates as a competitive local exchange carrier ("CLEC") and holds a certificate of public convenience and necessity ("CPCN") in California, Alabama, Arizona, Colorado, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Minnesota, Nevada, New Jersey, New Mexico, New York, North Carolina, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Washington, Wisconsin, and Wyoming. Pac-West is also certified as a competitive carrier in the District of Columbia. Pac-West currently offers all

forms of telecommunications, including: local and long distance origination and termination; switched and special access; 8YY originating access and 8YY services; managed modem; and collocation services.

(d) Peering Partners Communications Holdings, LLC

8. Peering Partners Communications Holdings, LLC, (“Peering Partners”) is a Texas LLC, qualified to do business in the State of Nevada. Peering Partners was formed for the purposes of acquiring the carrier services division of CommPartners Holding Corporation (“CommPartners”)¹ that provides wholesale origination and termination services to other carriers throughout the United States. Peering Partners has contracts with either enhanced service providers (“ESP”s), who generate IP-based traffic, or other carriers who, in turn, have contracted with ESPs, who generate IP-based traffic, to have the traffic carried across Peering Partners’ network, convert the traffic to TDM, and hand it off to the terminating carrier. Peering Partners operates in a highly competitive and price-sensitive segment.

(e) nWire LLC.

9. nWire LLC (“nWire”), a Texas LLC, is a facilities-based CLEC certified to provide services in Texas, Arkansas, and Oklahoma.

(f) UniPoint Services, Inc.

10. UniPoint Services, Inc. (“UniPoint Services”) is a Texas corporation that buys and sells unbundled network communications elements.

(g) UniPoint Enhanced Services, Inc.

11. UniPoint Enhanced Services, Inc. (“UniPoint Enhanced Services”) is a Texas corporation that provides enhanced services.

¹ The acquisition of the CommPartners Carrier Services division closed on December 23, 2010, and was approved in In re CommPartners Holding Corporation, Case No. BK-S-10-20932-LBR; in the United States Bankruptcy Court for the District of Nevada.

(h) Tex-Link Communications, Inc.

12. Tex-Link Communications, Inc. ("Tex-Link") is a telecommunications company that provides customized voice and data services to small- and medium-sized businesses through a facilities-based local exchange and inter-exchange network.

a. **Events Leading up to the Petition Date**

13. Following the merger with PacWest, the Debtors have struggled to retire overhang debt predating the merger. In addition, carrier services and other wholesale services are subject to increasing downward price pressures that will only increase given recent regulatory pronouncements. In addition, the Ninth Circuit recently reversed the ruling of the California Public Utilities Commission ("PUC") concerning certain CLEC-to-CLEC state access tariff charges that Pac-West had been awarded from Comcast Phone of California and other California CLECs.² This reversal will also potentially affect access tariffs collected in other states. Economically, this ruling means that access tariffs paid to Pac-West five to ten years ago will now have to be refunded to various sister CLECs. Further, although the CLECs are owed the refund, those same CLECs and various affiliates owe the Debtors a roughly equal amount, but refuse to offset these sums and are now threatening disconnection of services to the Debtors or other collection remedies.

14. To avoid the loss of any of its network facilities or functionality, the Debtors determined to initiate these proceedings to maximize the value of the estate for the benefit of all creditors, to provide a forum for resolution of the offsetting accounts, and to treat each of the Debtors' creditors *pari passu*.

15. Although the Debtors continue to struggle with overhang debt and the Ninth Circuit reversal, recent regulatory rulings will provide the necessary certainty that has eluded competitive exchange carriers, enhanced service providers, and VoIP networks for nearly two decades. Without the

² AT&T Communications of California, Inc. v. Pac-West Telecomm, Inc., 651 F.3d 980 (9th Cir. 2011).

burden of overhang debt and secured debt service, the Debtors have positive cash flow and anticipate additional revenue growth.

16. The Debtors are affiliated components that represent segments of the telecommunications industry. Among the Debtors, there is common ownership and management. In addition, there is substantial overlap of creditors of the various Debtors. All of the Debtors filed their voluntary Chapter 11 petitions on the same date. Joint administration of these cases will promote efficiency to the benefit of each of the Debtors' estates. Therefore, it is appropriate and necessary, in order to avoid costly, duplicate proceedings and to save attorney time, court time, and the attendant costs of duplicate matters in each case, that UPH be jointly administered and be treated as a single case for administrative purposes pursuant to Rule 1015(b).

17. The Debtors propose to use the case caption that is attached hereto as Exhibit A in the jointly administered cases. A notice, substantially similar to that is attached hereto as Exhibit B will be sent to all creditors and will be filed in each of the Debtors' cases. Once the parties' cases are jointly administered, the Debtors propose to file only one original document to be placed in the UPH case court file. In all other court files for related cases, creditors and parties in interest will be directed to the UPH case file to locate all pleadings filed subsequent to the Court's Joint Administration Order.

18. If joint administration is ordered, the Debtors would still each continue to maintain separate bank accounts ("debtor-in-possession accounts"); separate tax identification numbers and accounts numbers; and separate assets.

19. According to Federal Rule of Bankruptcy Procedure 1015, the primary considerations to be weighed by the Court when considering joint administration are (1) protecting creditors of different estates against potential conflicts of interest; and (2) avoiding unnecessary costs and delays. Here, as mentioned above, there is substantial overlap of creditors of the Debtors' estates. Further, the

undersigned counsel is unaware of potential conflicts of interest among the Debtors' estates that would potentially harm creditors. In addition, joint administration will save substantial costs and delays, which will serve the interests of each Debtors' estates and their creditors, and will in turn foster the most expeditious and economical administration of the estates.

WHEREFORE, PREMISES CONSIDERED the Debtors respectfully request that the Court approve Debtors' Motion for Order Authorizing Joint Administration and authorize:

- i. using a single docket for administrative matters, including a listing of claims filed, and the filing, lodging and docketing of pleadings and orders;
- ii. the combining of notices to creditors and parties in interest;
- iii. the scheduling of hearings;
- iv. financial reporting by the Debtors;
- v. the joint and several liability of the estates for administrative expenses; and
- vi. the joint handling of other administrative matters.

Dated: March 28, 2013.

Respectfully submitted,

JACKSON WALKER L.L.P.
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(512) 236-2002 - FAX

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**PROPOSED COUNSEL FOR
DEBTORS-IN-POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that on the 28th day of March 2013, a true and correct copy of the foregoing has been served either electronically or via United States mail, postage prepaid, or facsimile to the following, and upon the parties listed on the attached service list.

U.S. Trustee
903 San Jacinto, Room 230
Austin, TX 78701

Stuart Komrower
Ilana Volkov
COLE, SCHOTZ, MEISEL, FORMAN & LEONARD, P.A.
25 Main Street
Hackensack, New Jersey 07601

/s/ Jennifer F. Wertz

Jennifer F. Wertz

EXHIBIT "A"
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,	§	CASE NO. 13-10574
INC.	§	
UNIPOINT SERVICES, INC.	§	CASE NO. 13-10575
NWIRE, LLC	§	CASE NO. 13-10576
PEERING PARTNERS	§	CASE NO. 13-10577
COMMUNICATIONS, LLC	§	
	§	
DEBTORS.	§	CHAPTER 11
	§	
EIN: 45-1144038; 68-0383568; 74-	§	
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4254637	§	
	§	
6500 RIVER PL. BLVD., BLDG. 2, # 200	§	JOINTLY ADMINISTERED UNDER
AUSTIN, TEXAS 78730	§	CASE NO. 13-10570

EXHIBIT "B"
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
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	§	
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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

NOTICE OF ORDER AUTHORIZING JOINT ADMINISTRATION

TO CREDITORS AND PARTIES IN INTEREST:

PLEASE TAKE NOTICE that pursuant to FED. R. BANKR. P. 1015(b), the United States Bankruptcy Court has ordered the joint administration of the following chapter 11 cases UPH Holdings, Inc.

Joint administration of the estates in each of the above-referenced cases includes:

- i. the use of a single docket for administrative matters, including the listing of claims filed, and the filing, lodging and docketing of pleadings, orders and all other papers;
- ii. the combining of notices to creditors and other parties in interest;
- iii. the scheduling of hearings;
- iv. financial reporting by the Debtors;

- v. the joint and several liability of the estates for administrative expenses incurred in the cases; and
- vi. the joint handling of other administrative matters.

Pursuant to the Court's order, the official case caption of the Debtors' chapter 11 cases is the caption used in this notice. All papers filed in the jointly administered cases should use the official caption and case numbers as shown on this notice and should indicate that the cases are jointly administered. The Debtors' estates have not been substantively consolidated.

Dated: March 28, 2013.

Respectfully submitted,

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**PROPOSED COUNSEL FOR
DEBTORS-IN-POSSESSION**

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Austin, TX 78701

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Ilana Volkov
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/s/ Jennifer F. Wertz

Jennifer F. Wertz

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Chicago, IL 60673

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America OnLine
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Minneapolis, MN 55485-8702

Telesense
Cabs Department
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Las Vegas, NV 89133-6430

Cox Communications
ATTN: COX ACCESS BILLING
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Atlanta, GA 30348-5339

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

Frontier
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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
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Bldg 2-235
West Lake Hills, TX 78746

La Arcata Development Limited
ATTN: ACCOUNTS RECEIVABLE
c/o NAI Reco Partners
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San Antonio, TX 78248

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TJ412-01-0-R
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