

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

DEBTORS' MOTION TO LIMIT NOTICE AND ESTABLISH NOTICE PROCEDURES

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 Motion to Limit Notice
and Establish Notice Procedure ("Motion") and in support thereof, would respectfully show the
Court as follows:

RECEIVED-FPSC
13 APR -5 PM 3:30
COMMISSION
CLERK

DOCUMENT NUMBER-DATE

01748 APR-5 2013

FPSC-COMMISSION CLERK

I.
JURISDICTION

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.

II.
BACKGROUND FACTS

A. General 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.

B. Proposed Notice Procedures For General Creditors

3. As permitted by FED. R. BANKR. P. 2002(i) and (m), the Debtors propose that the Court enter an order, to the extent allowed, that limits the parties upon which the Debtors must serve notices in this case. This order also should designate the manner of service regarding all matters for which the Bankruptcy Code and the Bankruptcy Rules authorize the Court to designate the manner of service, including matters subject to Bankruptcy Rules 2002(i), 4001, 6004, 6006, or 6007.

4. Specifically, the Debtors propose that notice regarding all matters or proceedings other than the matters or proceedings referred to in FED. R. BANKR. P. 2002(a)(1), (4), (5), (6) and (7) and (b), (d), and (f), need be served only upon the following parties:

- (a) The Office of the United States Trustee at the following address:

Office of the United States Trustee
903 San Jacinto Blvd., Room 230
Austin, TX 78701

- (b) Counsel for any committee appointed under Bankruptcy Code section 1102 or, before the appointment of any such committee, each of the creditors that the Debtors, in compliance with FED. R. BANKR. P 1007(d), included on the filed lists of 20 largest unsecured creditors (to the extent the applicable Debtors could identify such creditors), as those lists may subsequently be amended;
- (c) Parties who have filed UCC-1 financing statements against the Debtors;
- (d) The Debtors and their proposed counsel at the following addresses:

Debtors

UPH Holdings, Inc.
Pac-West Telecomm, Inc.
Tex-Link Communications, Inc.
UniPoint Holdings, Inc.
UniPoint Enhanced Services, Inc.
UniPoint Services, Inc.
nWire, LLC
Peering Partners Communications, Inc.
6500 River Place Blvd., Bldg. 2, Suite 200
Austin, Texas 78730

Proposed Counsel for the Debtors

Jackson Walker L.L.P.
Attn: Patricia B. Tomasco
Jennifer F. Wertz
100 Congress Avenue, Suite 100
Austin, TX 78701-4043
(512) 236-2000 (phone)
(512) 236-2002 (fax)

- (e) The Internal Revenue Service at the following address:

Internal Revenue Service
P. O. Box 21126
Philadelphia, PA 19114

- (f) United States Department of Justice

United States Attorney
816 Congress Avenue, Suite 1000
Austin, TX 78701

United States Attorney General
Department of Justice
950 Pennsylvania Avenue NW
Washington, DC 20530

- (g) Texas Comptroller of Public Accounts
Revenue Accounting Division – Bankruptcy Section
P.O. Box 13528
Austin, TX 78711
- (h) Texas Workforce Commission
TEC Building – Bankruptcy
101 East 15th Street
Austin, TX 78778
- (i) Entities who hold claims¹ or interests and who both file a written request for special notice with the Court and serve that request on counsel for the Debtors; and
- (j) Any entity against whom direct relief is sought, such as the nondebtor party to an executory contract or unexpired lease that is being assumed or rejected or entities asserting interests in property being sold.

5. In order to ensure all parties identified above receive notice, the Debtors shall file the initial Master Service list within three (3) days after entry of this order. A revised list shall be filed ten (10) days after the initial Master Service list is filed, if new parties need to be added. The Debtors shall update the Master Service List, and shall file a copy of the updated Master Service List (i) at least every seven (7) days during the first thirty (30) days of the case, if new parties need to be added; (ii) at least every fifteen (15) days during the next sixty (60) days of the case, if new parties need to be added; and (iii) at least every thirty (30) days thereafter throughout the case, if new parties need to be added.

¹ Nothing in this Motion constitutes an admission by the Debtors with respect to the allowance, secured status, or other status of any claim. The Debtors reserve all rights to contest any asserted claims.

6. Any of the entities listed above may request that notices be sent to a different address by both filing a written request for change of address with the Court *and* serving that request on counsel for the Debtors. Similarly, counsel for any of the entities listed above, if other counsel is substituted in their place, may report this substitution and request that notices be sent to the new counsel by filing *both* a written request for address change with the Court *and* serving that request on counsel for the Debtors. Unless otherwise required either by FED. R. BANKR. P 7004(h) or by an order of this Court, all notices in these cases may be provided by first-class mail. In addition, as authorized by the Order Adopting Administrative Procedures for Electronic Filing dated December 1, 2004, any creditor or party in interest that appears through counsel with an CM/ECF account with this Court may be served via that account and such service will constitute notice. In their discretion, unless otherwise ordered by the Court, the Debtors also should be authorized to use Federal Express and similar carriers for purposes of serving papers in these cases.

7. Unless otherwise ordered by the Court, the limitation on notice proposed by this Motion does not apply to the matters or proceedings referred to in FED. R. BANKR. P. 2002(a)(1), (4), (5), (6) and (7), and (b), (d), and (f). These matters or proceedings must be noticed in accordance with the Bankruptcy Rules.

C. Service of This Motion

8. This Motion will be served by facsimile on each of the entities listed in Section B above. The Debtors submit that the foregoing notice is appropriate under the circumstances.

III.
ARGUMENT

9. The form and manner of notice set forth above are within the Court's authority to order. FED. R. BANKR. P. 2002(m), which also gives the Court discretion to enter orders regulating notice, provides that the Court may designate the scope, form, and manner of notices except as otherwise

provided under the Bankruptcy Rules: “[t]he court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules.” FED. R. BANKR. P. 2002(m).

10. In addition, the notice procedures outlined in this Motion comport with the applicable Bankruptcy Rules. FED. R. BANKR. P. 2002(i), which specifically provides in part that notices of all matters should be provided to any official committees.

11. Furthermore, the Debtors believe that, for several reasons, it is necessary and appropriate to adopt the procedures proposed herein. First, providing notice of all matters in this case to hundreds of persons would actually delay the provision of notices in this case and would be unjustifiably burdensome and uneconomical. It also would place an enormous administrative burden on the Debtors’ estates and would impede the consummation of transactions, negotiation of settlements, and the granting of other relief that may be advantageous to the estates and their creditors. Furthermore, providing notice of all matters to hundreds or thousands of entities would unnecessarily increase the costs of administering these cases and, in many instances, delay service to these entities.

12. Second, the requested relief will reduce the burden, complication, delay, and cost to the Debtors’ estates associated with administering these cases and providing notice of proceedings in these cases. The Debtors believe that the proposed notice procedure will mitigate the administrative burden that would otherwise be imposed upon the estates without diminishing creditor participation.

IV.
CONCLUSION

WHEREFORE, PREMISES CONSIDERED the Debtors respectfully request that this Court enter an order (a) limiting notice; (b) designating the parties upon whom notice must be served; (c) establishing the manner of service with respect to all matters for which the Bankruptcy Code and the Bankruptcy Rules authorize the Court to designate or limit the parties

entitled to notice and the manner of service, including matters subject to FED. R. BANKR. P. 2002(i), 4001, 6004, 6006, or 6007; and (d) granting the Debtors such other and further relief that this Court deems appropriate and necessary and that is consistent with the foregoing.

Dated: March 28, 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
Patricia B. Tomasco
State Bar No. 01797600
(512) 236-2076 – Direct Phone
(512) 691-4438 – Direct Fax
Email address: ptomasco@jw.com

Jennifer F. Wertz
State Bar No. 24072822
(512) 236-2247 – Direct Phone
(512) 391-2147 – Direct Fax
Email address: jwertz@jw.com

**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

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
Dept 566
P.O. Box 43460
Houston, TX 77210-4346

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