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COMMISSION
CLERK

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

§ *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**

DOCUMENT NUMBER-DATE

01757 APR-5-13 EXHIBIT B

FPSC-COMMISSION CLERK

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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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
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IN RE: UPH HOLDINGS, INC.	§	CASE NO. 13-10570
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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	§ §	JOINT ADMINISTRATION REQUESTED

**FINAL 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 Final 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

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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 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

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