

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

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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	§	CASE NO. 13-10577
COMMUNICATIONS, LLC	§	

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-TMD

**NOTICE OF ENTRY OF FINAL 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 17th day of April 2013, the Court entered its final order on the 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

DOM	_____
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APA	_____
ECO	_____
ENG	_____
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(iii) Establishing Procedures for Determining Requests for Adequate Assurance (“Final Order”).

A true and correct copy of the Final Order is attached hereto as Exhibit A.

Dated: April 18, 2013.

Respectfully submitted,

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(512) 236-2002 - FAX

By: /s/ Jennifer F. Wertz
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**PROPOSED COUNSEL FOR
DEBTORS-IN-POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that on the 18th day of April 2013, a true and correct copy of the foregoing 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 below, and on the attached service list.

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

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US Trustee's Office
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Ilana Volkov
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25 Main Street
Hackensack, New Jersey 07601

/s/ Jennifer F. Wertz
Jennifer F. Wertz

Steve Hubbard / RBC
202 US Route One, Suite 206
Falmouth, ME 04105

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.
ATTN: Eric Hinton
2801 Network Blvd
Suite 300
Frisco, TX 75034

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
Attn: SVP – Contract
Administration
1301 Fannin, 20th Floor
Houston, TX 77002

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
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FPL FiberNet LLC
TJ412-01-0-R
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Peering Partners Communications, Inc.
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PG&E
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Stockton, CA 95202



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

Dated: April 16, 2013.

**TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE**

**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	§	JOINTLY ADMINISTERED UNDER CASE NO. 13-10570

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

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 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 in accordance with the Adequate Assurance Procedures (as set forth in the Motion) 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 above 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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