

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

RECEIVED-FPSC
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COMMISSION
CLERK

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 § Jointly Administered Under

EIN: 45-1144038; 68-0383568; 74-2729541;	§	CASE NO. 13-10570
20-3399903; 74-3023729; 38-3659257; 37-	§	(Chapter 11)
1441383; 27-2200110; 27-4254637	§	

6500 RIVER PL. BLVD., BLDG. 2, # 200
AUSTIN, TEXAS 78730

APPLICATION FOR AUTHORIZATION TO EMPLOY THE BROWN
FIRM PLLC AS SPECIAL COUNSEL PURSUANT TO 11 U.S.C. § 327(e)

THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE TO
YOUR INTERESTS.

IF NO TIMELY RESPONSE IS FILED WITHIN TWENTY-ONE (21)
DAYS FROM THE DATE OF SERVICE, THE RELIEF REQUESTED
HEREIN MAY BE GRANTED WITHOUT A HEARING BEING HELD.

A TIMELY FILED RESPONSE IS NECESSARY FOR A HEARING TO
BE HELD.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

COME NOW UPH Holdings, Inc., (“UPH”), Pac-West Telecom, Inc., (“Pac-West”),
Tex-Link Communications, Inc. (“Tex-Link”), UniPoint Holdings, Inc. (“UniPoint Holdings”),
UniPoint Enhanced Services, Inc. (“UniPoint Enhanced”), UniPoint Services, Inc., (“UniPoint”),
nWire, LLC (“nWire”), and Peering Partners Communications, LLC (“Peering Partners”)

DOCUMENT NUMBER-DATE

02165 APR 25 13

FPSC-COMMISSION CLERK

(collectively the “Debtors”), by and through their proposed, undersigned counsel, and file this, their Application for Authorization to Employ The Brown Firm PLLC as Special Counsel Pursuant to 11 U.S.C. § 327(e) (the “Application”), and would show the Court as follows:

I. JURISDICTION

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 158 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b).

II. BACKGROUND

2. On March 28, 2013, (the “Petition Date”), the Debtors filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (“Bankruptcy Code”). Pursuant to Bankruptcy Code §§ 1107(a) and 1108, the Debtors are managing their affairs as debtors-in-possession.

III. RELIEF REQUESTED

3. By this Application, the Debtors seek authorization to retain The Brown Firm PLLC (the “Firm”) as Special Counsel pursuant to Bankruptcy Code §§ 105(a) and 327(e). The Debtors believe that the Firm’s employment is necessary and appropriate to facilitate the orderly administration of the bankruptcy estates and hence, the proposed engagement of the Firm would be in the best interest of the bankruptcy estates.

4. *Nunc pro tunc* approval of the Firm as of the Petition Date is hereby requested as authorized by Local Rule of Bankruptcy Procedure 2014(c).

A. Scope of Representation

5. As Special Counsel, it is proposed that the Firm would provide the Debtors with legal representation respecting ongoing litigation in regarding nonpayment of sales tax pending before the 261st Judicial District Court of Travis County, Texas, in Cause No. D-1-GN-12-001909, entitled *UniPoint Enhanced Services, Inc. d/b/a PointOne, Inc. v. iTalk Global*

Communications, Inc. (the "Litigation"). The Firm represented UniPoint Enhanced Services, Inc. prior to the filing of the Debtors' bankruptcy cases, and has been selected by the Debtors for the proposed post-petition engagement because of its expertise and familiarity with the Litigation. In addition, the Firm can provide background to Debtors' counsel regarding myriad other litigation in which the Firm was involved pre-petition. Thus, the Firm's expertise would be invaluable to the Debtors as special counsel in representing them in this matter. The Firm does not hold any interest adverse to the Debtors or their respective estates with respect to the matters on which the Firm is to be employed.

6. The Firm will carefully coordinate its efforts with Debtors' general bankruptcy counsel to prevent any duplication of effort to the fullest extent possible, and thereby aid the Debtors in effectuating a timely and cost effective reorganization.

B. The Firm is Disinterested

7. To the best of the Debtors' knowledge, except as disclosed in the Verified Statement of Proposed Special Counsel filed herewith as *Exhibit "A,"* the Firm does not hold any interest adverse to the Debtors or to the Debtors' bankruptcy estates. At this time, the Firm is unaware of and has no connections with the Debtors, the Debtors' creditors, or any party in interest herein of which it is aware.

C. Costs of Representation

8. The professional services to be rendered and the proposed arrangement for compensation are set forth in the Disclosure of Compensation attached hereto as *Exhibit "B."* The Firm's customary fees and expenses incurred in connection with this proposed representation are to be paid directly from the Debtors' estates. The Debtors will be jointly and severally liable for all fees and expenses incurred by the Firm for services rendered to the Debtors or on their behalf.

WHEREFORE, the Debtors respectfully request that this Court enter its order approving the appointment of The Brown Firm PLLC as Special Counsel, upon the terms described in this Application, and for such other relief as is just.

Respectfully submitted,

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

By: /s/Patricia B. Tomasco
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@

**PROPOSED COUNSEL FOR THE
DEBTORS**

CERTIFICATE OF SERVICE

I hereby certify that on the 15th day of April, 2013, a true and correct copy of the foregoing has been served either electronically or via United States mail, postage prepaid, to the parties listed on the attached matrix.

/s/Patricia B. Tomasco
Patricia B. Tomasco

SERVICE LIST

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.
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
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
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

Arthur A. Stewart
William A. Frazell
Assistant Attorneys General
Bankruptcy & Collections Division
P.O. Box 12548
Austin, Texas 78711-2548

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

Valerie Wenger
Office of the U.S. Trustee
903 San Jacinto Blvd., room 230
Austin, Texas 78701

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

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

Texas Workforce Commission
TEC Building – Bankruptcy
101 East 15th Street
Austin, TX 78778

James Ruiz
Andrew J. Schumaker
Winstead P.C.
401 Congress Avenue, Suite 2100
Austin, Texas 78701

UPH Holdings, Inc./Pac-West Telecom, 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

A. Kenneth Hennesay
ALLEN MATKINS
1900 Main Street, 5th Floor
Irvine, CA 92614-7321

Mitchell W. Katz
1801 California Street, 9th Floor
Denver, CO 80202

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

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LINEBARGER GOGGAN BLAIR &
SAMPSON, LLP
2323 Bryan Street, Suite 1600
Dallas, TX 75201

Hercules Technology II, LP
31 St. James Avenue, Suite 790
Boston, MA 02116

Kelly M. Crawford, Esq.
Peter C. Lewis, Esq.
Scheef & Stone, L.L.P.
500 N. Akard, 27th floor
Dallas, Texas 75201

Melissa A. Haselden
HOOVER SLOVACEK LLP
5847 San Felipe, Suite 2200
Houston, Texas 77042

David F. Brown
Ewell, Bickham, & Brown LLP
111 Congress Avenue, Suite 400
Austin, Texas 78701

Texas Comptroller of Public Accounts
Revenue Accounting Division –
Bankruptcy Section
P.O. Box 13528
Austin, TX 78711

James V. Hoeffner
GRAVES, DOUGHERTY, HEARON
MOODY, P.C.
401 Congress Avenue, Suite 2200
Austin, Texas 78701

Hercules Technology Growth
Capital, Inc.,
31 St. James Avenue, Suite 790
Boston, MA 02116

Jason S. Brookner
LOOPER REED & MCGRAW P.C.
1601 Elm Street, Suite 4600
Dallas, TX 75201

Kurt F. Gwynne
Reed Smith
1201 N Market Street, Suite 1500
Wilmington, DE 19801

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
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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

	§	Jointly Administered Under
	§	
EIN: 45-1144038; 68-0383568; 74-2729541;	§	CASE NO. 13-10570
20-3399903; 74-3023729; 38-3659257; 37-	§	(Chapter 11)
1441383; 27-2200110; 27-4254637	§	
	§	
6500 RIVER PL. BLVD., BLDG. 2, #	§	
200	§	
AUSTIN, TEXAS 78730	§	

VERIFIED STATEMENT OF PROPOSED SPECIAL COUNSEL

The undersigned proposed counsel for the Debtors hereby submits this verified statement pursuant to Bankruptcy Rule 2014(a):

STATE OF TEXAS	§
	§
COUNTY OF TRAVIS	§

Before me, the undersigned authority, on this day personally appeared Andrew S. Brown, known to me to be the person whose name is subscribed hereto, and after having been duly sworn, he did depose and say the following:

1. My name is Andrew S. Brown. I am over the age of 18 years, am competent to make this affidavit and have personal knowledge of the facts stated herein. Each and every statement contained herein is true and correct to the best of my knowledge and belief.

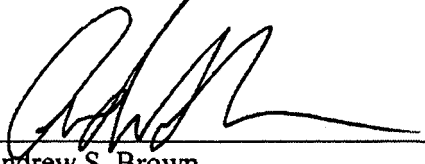
2. I am an attorney duly admitted to practice in the State of Texas, as well as the United States District Court for the Western District of Texas and the United States District Court for the Southern District of Texas.

3. I, Andrew S. Brown, and the firm of The Brown Firm PLLC (the "Firm"), maintain an office at 1700 East 2nd Street, Austin, Texas 78702. The main telephone number is (512) 524-1595. The main fax number is (512) 681-7033.

4. The firm represented UniPoint Enhanced Services, Inc. prior to the filing of these jointly administered bankruptcy cases, and in that regard, provided services to and on behalf of UniPoint Enhanced Services, Inc. in legal representation respecting ongoing litigation in regarding nonpayment of sales tax pending before the 261st Judicial District Court of Travis County, Texas, in Cause No. D-1-GN-12-001909, entitled *UniPoint Enhanced Services, Inc. d/b/a PointOne, Inc. v. iTalk Global Communications, Inc.* In that regard, as of March 28, 2013, (the "Filing Date"), the Firm was owed outstanding and unpaid invoices in the approximate amount of \$5780.00.

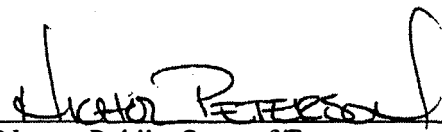
5. The Firm does not represent any interest adverse to the Debtors or to the Debtors' estates with respect to any of the matters in which it is to be engaged. Accordingly, the Debtors seek to retain the Firm as Special Counsel, pursuant to 11 U.S.C. Section 327(e), in order that it may continue to provide the Debtors with appropriate representation relating to litigation matters, matters that may present a conflict for Jackson Walker L.L.P.

6. The Firm will supplement or amend this pleading in the event circumstances warrant or additional facts become known which should be disclosed.



Andrew S. Brown

SUBSCRIBED AND SWORN TO before me by Andrew S. Brown on this 11th day of April, 2013.



Notary Public, State of Texas
My Commission Expires: 1.25.13

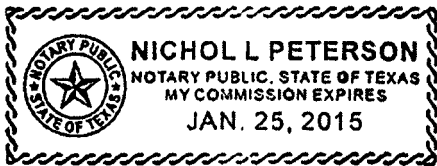


EXHIBIT "B"

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

IN RE	§	
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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
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DEBTORS	§	Jointly Administered Under
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	§	
6500 RIVER PL. BLVD., BLDG. 2, #	§	
200	§	
AUSTIN, TEXAS 78730	§	

ATTORNEY'S DISCLOSURE OF COMPENSATION

The undersigned proposed attorney for Debtors-in-Possession hereby submit this statement disclosing compensation pursuant to 11 U.S.C. § 329 and Bankruptcy Rule 2016(b).

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

Before me, the undersigned authority, on this day personally appeared Andrew S. Brown, known to me to be the person whose name is subscribed hereto, and after having been duly sworn, he did depose and say the following:

1. My name is Andrew S. Brown. I am over the age of 18 years, am competent to make this affidavit and have personal knowledge of the facts stated herein. Each and every statement contained herein is true and correct.

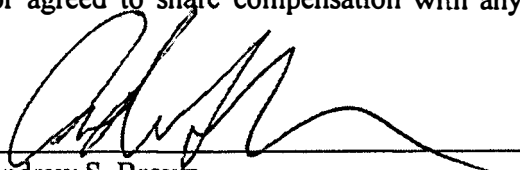
2. I am an attorney duly admitted to practice in the State of Texas, as well as the United States District Court for the Western District of Texas and the United States District Court for the Southern District of Texas.

3. I, Andrew S. Brown, and the firm of The Brown Firm PLLC (the "Firm"), maintain an office at 1700 East 2nd Street, Austin, Texas 78702. The main telephone number is (512) 524-1595. The main fax number is (512) 681-7033.

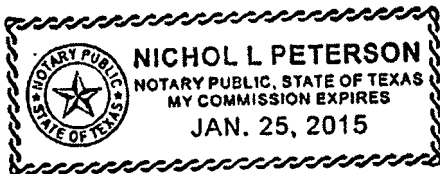
4. The proposed arrangement for compensation is fully disclosed in the Retainer Agreement attached as *Exhibit "B-1"* to the Application for Retention and Employment of the Firm as Special Counsel pursuant to 11 U.S.C. § 327(e) filed contemporaneously with this statement. The customary fees and expenses incurred in connection with this representation are to be paid out of the Debtors' estates. The Debtors will be jointly and severally liable for all fees and expenses incurred by the Firm for services rendered to the Debtors pursuant to the Retainer Agreement. The Firm will charge its standard rates for the representation. The Firm charges a standard hourly rate equal to \$250.00 for Andrew S. Brown. Paralegal and clerk time is charged at \$100.00 per hour. The hourly rates charged by the Firm may be subject to periodic adjustments to reflect changing economic conditions and the increasing experience and expertise of its attorneys and personnel. Out-of-pocket expenses incurred in connection with the representation, including filing fees, messenger services, photocopying expense, long distance communication charges, facsimile charges, overtime secretarial pay, travel and food expenses, bulk postage charges, and other similar direct expenses are itemized and passed directly through

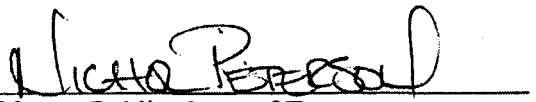
without any mark-up. The Firm will keep detailed records of any actual and necessary expenses incurred in connection with the rendering of the aforementioned legal services for which it may seek reimbursement. The firm will not request, and has not received, a retainer in any amount for purposes of continued representation. Consistent with the rules and procedures of this district, the Firm will file fee applications for approval of payment of any fees and expenses incurred with respect to this employment..

5. Neither I nor the Firm have shared or agreed to share compensation with any other entity.


Andrew S. Brown

SUBSCRIBED AND SWORN TO before me by Andrew S. Brown on this 12th day of April, 2013.




Notary Public, State of Texas
My Commission Expires: 1.25.15

BROWN & SNELL, PLLC

AUSTIN · NEW YORK CITY

EXHIBIT "B-1"

VIA HAND DELIVERY

July 5, 2011

Mike Holloway
6500 River Place Blvd.
Building 2 Suite 200
Austin, TX 78730

Re: Retainer Agreement
Grande Communications Network LLC v. UniPoint Holdings, Inc.; In the 201st Judicial
District, Travis County District Court; Cause No. D-1-GN-11-001415

Dear Mr. Holloway:

This letter confirms arrangements for our firm to be retained to represent UniPoint regarding the above-referenced matter.

It is confirmed that professional fees will be paid by you or UniPoint to Brown & Snell, P.L.L.C. on a time basis, computed in accordance with our normal hourly rates. Our current time charges, effective through December 31, 2011, which include billing rates for partners, associates, and other professional staff, are billed at \$225 - \$275 per hour for attorneys and \$100 per hour for paralegals, law clerks and in-house technical consultants. **The fees in this case have been discounted to \$250 per hour for partners and \$200 for associate attorneys.**

We will also bill for costs and disbursements we expend or incur on your behalf. We will pay, in advance, any nominal costs and disbursements incurred by us on your behalf and include those charges on our monthly statements. Certain significant costs and disbursements will either be forwarded to you for direct payment or, where practicable, be estimated by us in advance. Costs and disbursements may include such items as duplicating expenses, travel and -- if required in litigated matters -- court costs, expert witnesses and depositions. We also charge for use of "Lexis-Nexis" and "Westlaw" computerized legal research systems.

Our invoices will be rendered monthly and are payable within ten (10) days of receipt.

Of Counsel
GONZALES,
OBERLANDER
& HOLOHAN, L.L.P.

818 W. 10TH STREET AUSTIN, TEXAS 78701
512.477.5291 FAX 512.477.5294
WWW.SNELLFIRM.COM

Mr. Mike Holloway
July 5, 2011
Page 2 of 2

Conclusion

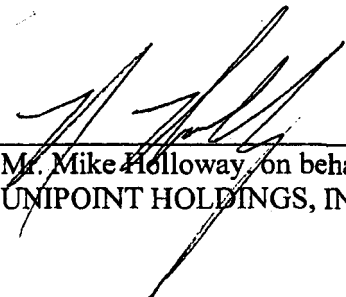
Please confirm your acceptance of the terms of this retainer agreement by signing the agreement in the lower left corner, and returning it to me, along with a check in the amount of \$5,000.00 made payable to "Brown & Snell, P.L.L.C.," which amount represents a refundable retainer. Credit for the retainer will be applied to our monthly invoices. Should the retainer become exhausted, we reserve the right to request additional retainer amounts to replenish your account.

Sincerely,
BROWN & SNELL, P.L.L.C.

Andrew S. Brown

AGREED TO:

By: _____


Mr. Mike Holloway, on behalf of
UNIPOINT HOLDINGS, INC.