

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

RECEIVED-FPSC  
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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 AUSTIN, TEXAS 78730	§	JOINTLY ADMINISTERED UNDER CASE NO. 13-10570

**NOTICE OF AMENDED PROPOSED ORDER GRANTING DEBTORS' SECOND OMNIBUS MOTION FOR ORDER APPROVING THE REJECTION OF UNEXPIRED CONTRACTS *NUNC PRO TUNC* TO PETITION DATE**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE TONY M. DAVIS:

COMES 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") (collectively the "Debtors"), by and through their proposed, undersigned counsel, and files this Notice ("Notice") of Amended Proposed Order Granting Debtors' Second Omnibus Motion for Order Approving the Rejection of Unexpired Contracts *Nunc Pro Tunc* to Petition Date [Dckt. No. 105], and would aver as follows:

COM \_\_\_\_\_  
AFD \_\_\_\_\_  
APA \_\_\_\_\_  
ECO \_\_\_\_\_  
ENG \_\_\_\_\_  
GCL \_\_\_\_\_  
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TEL \_\_\_\_\_  
CLK NG

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1. On April 18, 2013, the Debtors filed their Second Omnibus Motion for Order Approving the Rejection of Unexpired Contracts *Nunc Pro Tunc* to Petition Date (“Second Omnibus Motion to Reject”) [Dckt. No. 105].

2. A hearing is currently set for May 9, 2013 on the Second Omnibus Motion to Reject. After discussion, the Debtors and other parties have agreed to the language contained in the attached, redlined version of the amended proposed order.

3. The Debtors hereby give notice of the changes as reflected in the attached, redlined version of the amended, proposed order, which have been incorporated into the amended order that has recently been uploaded in connection with the Second Omnibus Motion to Reject.

Dated: May 8, 2013.

Respectfully submitted,

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

**CERTIFICATE OF SERVICE**

I hereby certify that on the 8th day of May 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.  
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Ilana Volkov  
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/s/ Jennifer F. Wertz  
Jennifer F. Wertz

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FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION

IN RE:	§	
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PAC-WEST TELECOMM, INC.	§	CASE NO. 13-10571
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DEBTORS.	§	CHAPTER 11
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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	§	JOINTLY ADMINISTERED UNDER
AUSTIN, TEXAS 78730	§	CASE NO. 13-10570

**ORDER GRANTING DEBTORS' SECOND OMNIBUS  
MOTION FOR ORDER APPROVING THE REJECTION OF  
UNEXPIRED CONTRACTS NUNC PRO TUNC TO THE PETITION DATE**

CAME ON TO BE HEARD the Debtors' Second Omnibus Motion for Order Approving Rejection of Unexpired Contracts and Leases *Nunc Pro Tunc* to Petition Date ("Motion") filed by 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") (collectively the "Debtors"). The Court, having considered same, any response(s) thereto, and found that notice of the Motion was proper, is of the opinion that the Motion should be, and is hereby GRANTED in its entirety; it is therefore

ORDERED ADJUDGED and DECREED that the Motion is GRANTED; it is further

ORDERED that the Contracts (as defined in the Motion, and as identified in Exhibit A, (attached to the Motion)) are hereby deemed rejected as of the Petition Date (as defined in the Motion); it is further

ORDERED THAT, nothing in this Order shall impair, enhance or otherwise affect the rights of the Debtors or any of the CenturyLink Entities<sup>1</sup> under 11 U.S.C. Sec. 365 regarding the assumption or rejection of any executory contract in its entirety and *cum onere*; it is further

ORDERED THAT, in accordance with the relevant executory contract(s), within three (3) business days after entry of this Order, the Debtors shall submit to the appropriate CenturyLink Entities requests to disconnect the services provided under the circuits listed in Exhibit A to the Motion; it is further

ORDERED THAT, notwithstanding anything to the contrary in this order, the rejection of the circuits provided by the CenturyLink Entities that are listed on Exhibit A to the Motion will be

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<sup>1</sup> For purposes of this Order, the "Century Link Entities" is defined as Qwest Corporation; Qwest Communications Company, LLC; Embarq Corporation; CenturyTel of Washington, Inc.; Central Telephone Company- Nevada; and their respective affiliates.

effective as of the date upon which the Debtors provide the relevant disconnect requests to the appropriate CenturyLink Entities in accordance with the relevant executory contract(s); it is further

ORDERED that this Order remains subject to the right of all parties in interest to challenge how the proceeds of any sale of the Debtors or their assets (or enhanced reorganization values) are allocated to each of the Debtors taking into consideration the claims that may arise from the rejections as against certain Debtors with other Debtors benefitting from the efficiencies created by the rejections.

ORDERED that this Order shall not apply to the AT&T Entities (as defined in the Amended Limited Objection to Debtors' Second Omnibus Motion for Order Approving Rejection of Unexpired Contracts and Leases *Nunc Pro Tunc* to the Petition Date [Dckt. No. 147] filed by the AT&T Entities) and that a separate Order will be entered relevant to the AT&T Entities with respect to this Motion.

###

Order prepared and is being submitted by:

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Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	12

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