

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	§	CASE NO. 13-10577
COMMUNICATIONS, LLC	§	

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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	§	

**JACKSON WALKER, L.L.P.'S THIRD FEE REQUEST  
FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD FROM JUNE 1, 2013 THROUGH JUNE 30, 2013**

TO THE HONORABLE TONY M. DAVIS:

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

**IF NO TIMELY RESPONSE IS FILED WITHIN TEN (10) 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.**

Jackson Walker L.L.P.. ("JW") has applied, pursuant to the *Order Granting Debtors'*  
*Motion for Order Establishing Monthly Fee and Expense Reimbursement Procedures* (the  
"Order") entered by this Court on May 15, 2013 (Docket No. 186), for payment to JW of interim

compensation for services rendered and reimbursement of expenses incurred during the period commencing June 1, 2013 through June 30, 2013.

JW seeks payment of interim compensation in the total amount of \$60,575.21. This total is comprised as follows: \$57,015.20 (80% of the fees for services rendered) *plus* \$3,560.01 (100% of the interim expenses incurred). Summaries of the fees and expenses are attached hereto as Exhibits "A," "B," and "C."

Pursuant to the Order, any party objecting to the payment of interim compensation and reimbursement of expenses as requested must file a written objection with the Court and serve a copy delivered by U.S. mail and e-mail to the following within ten (10) days after the date of mailing this notice:

- (a) 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 (Attn: J. Michael Holloway, President);
- (b) Counsel to the Debtors, JACKSON WALKER L.L.P., 100 Congress Avenue, Suite 100, Austin, Texas 78701 (Attn: Patricia Tomasco, ptomasco@jw.com, and Jennifer F. Wertz, jwertz@jw.com);
- (c) Office of the United States Trustee, 903 San Jacinto Blvd., Suite 230, Austin, Texas 78701 (Attn: Valerie Wenger);
- (d) Counsel for the Official Committee of Unsecured Creditors, KELLEY DRYE & WARREN LLP, 101 Park Avenue New York, NY 10178 (Attn: Benjamin Blaustein, BBlaustein@KelleyDrye.com, and Craig A. Wolfe, cwolfe@kelleydrye.com);
- (e) Any other creditor or party in interest who requests notice; and
- (f) Counsel for Hercules Technology II, LP,, Cole, Schotz, Meisel , Forman & Leonard, P.A., 25 Main Street, Hackensack, New Jersey 07601 (Attn: Stuart Komrower).

If an objection is timely filed and served, the Debtors will pay JW only those amounts not in dispute until the Court hears and resolves such disputes. Any disputed amount must have a description of the objection to each line item in dispute; it shall not be sufficient to simply object to all fees and expenses.

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](mailto: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](mailto:jwertz@jw.com)

**COUNSEL FOR DEBTORS**

**CERTIFICATE OF SERVICE**

This will certify that on the 26<sup>th</sup> day of July, 2013, a true and correct copy of the foregoing pleading was served, via the Court's CM/ECF notification system and/or regular first class mail, on the persons and entities listed on the attached Master Service List.

/s/ Patricia B. Tomasco  
Patricia B. Tomasco

**SERVICE LIST**

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

One Communications/Earthlink  
5 Wall Street  
Burlington, MA 01803

America OnLine  
22000 AOL Way  
Dulles, VA 20166

Telesense  
Cabs Department  
P.O. Box 364300  
Las Vegas, NV 89133-6430

Cox Communications  
1550 W. Deer Valley Rd.  
Phoenix AZ 85027

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, 20<sup>th</sup> Floor  
Houston, TX 77002

Hines REIT One Wilshire, LP  
Attn: Kevin McInerny  
624 S. Grand Avenue  
Suite 2435  
Los Angeles, CA 90017

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  
US Trustee  
903 San Jacinto Blvd., room 230  
Austin, Texas 78701

Internal Revenue Service  
P. O. Box 7346  
Philadelphia, PA 19101-7346

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

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

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

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

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

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

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

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

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

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

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

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

Melissa A. Haselden  
HOOVER SLOVACEK LLP  
5847 San Felipe, Suite 2200  
Houston, Texas 77057

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

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

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

Linda Boyle, Esq.  
tw telecom inc.  
10475 Park Meadows Drive, # 400  
Littleton, CO 80124

Timothy Bortz  
Commonwealth of Pennsylvania  
Dept. of Labor and Industry  
Reading Bankruptcy & Compliance  
Unit  
625 Cherry Street, Room 203  
Reading, PA 19602-1152

Philip G. Eisenberg  
W. Steven Bryant  
Locke Lord LLP  
600 Travis Street, Suite 2800  
Houston, Texas 77702

Craig A. Wolfe, Esq.  
Kelley Drye & Warren LLP  
101 Park Avenue  
New York, New York 10178

John Dillman  
Attorney in Charge for Taxing  
Authority  
Linebarger Goggan Blair &  
Sampson, LLP  
PO Box 3064  
Houston, Texas 77253-3064

IBM Corporation  
Bankruptcy Coordinator  
Roger Laviolette  
275 Viger East, Suite 400  
Montreal, QC H2X 3R7  
Canada

Richard E. Mikels  
Mintz Levin Cohn Ferris Glovsky  
and Popeo, PC  
One Financial Center  
Boston, MA 02111

Joseph R. Dunn  
Mintz Levin Cohn Ferris Glovsky  
and Popeo, PC  
3580 Carmel Mountain Rd., Suite  
300  
San Diego, CA 92130

Kate P. Foley  
Christine E. Devine  
Mirick O'Connell, DeMallie &  
Lougee  
1800 West Park Drive, Suite 400  
Westborough, MA 01581

Kay D. Brock  
Travis County Attorney's Office  
PO Box 1748  
Austin, Texas 78767-1748

Dun & Bradstreet  
c/o Ronald Rowland  
307 International Circle, Ste 270  
Hunt Valley, MD 21030

Courtney Harris  
Aldine ISD  
14910 Aldine-Westfield Rd.  
Houston, Texas 77032

David Aelvoet  
Linebarger Goggan Blair &  
Sampson  
711 Navarro Street, Suite 300  
San Antonio, Texas 78205

Laura Garfinkel  
CABS Billing Division  
GSAssociates  
5400 Laurel Springs Parkway, Suite  
404  
Suwanee, GA 30024

Leslie E. Trout  
Director of Finance and  
Administration  
ATER WYNNE LLP  
1331 NW Lovejoy Street, Suite 900  
Portland, OR 97209

Charles E. Richardson, III, Esq.  
Vice President and General Counsel  
Momentum Telecom  
2700 Corporate Drive, Suite 200  
Birmingham, AL 35242

BOXER F2, LP  
c/o Tracy Fink  
720 N Post Oak Blvd., Suite 500  
Houston, Texas 77024

Stephen W. Lemmon  
Sam Chang  
Brown McCarroll, LLP  
111 Congress Avenue, Suite 1400  
Austin, Texas 78701

Darryl S. Laddin  
Arnall Golden Gregory LLP  
171 17th Street NW, Suite 2100  
Atlanta, Georgia 30363-1031

Frank N. White  
Arnall Golden Gregory LLP  
171 17th Street NW, Suite 2100  
Atlanta, Georgia 30363-1031

Christopher H. Trickey  
Brian T. Cummings  
Graves, Dougherty, Hearon &  
Moody, P.C.  
401 Congress Avenue, Suite 2200  
Austin, Texas 78701

Pamella A. Hooper  
McGuire Woods LLP  
327 Congress Avenue, Suite 490  
Austin, Texas 78701

David I. Swan  
Lori M. Scott  
J Robertson Clarke  
McGuire Woods LLP  
1750 Tysons Boulevard, Suite 1800  
Tysons Corner, Virginia 22102

**EXHIBIT "A"****TIME DETAIL  
JUNE 1, 2013 THROUGH JUNE 30, 2013**

<b>TIME DETAIL:</b>				
<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<b><u>Asset Analysis and Recovery:</u></b>				
06/11/13	P. Tomasco	0.3	172.50	Coordinate information sharing with QSI and J Palmer
06/12/13	P. Tomasco	0.8	460.00	Review status of demand letter regarding CABS billing and coordinate drafting of complaints for turnover amounts due.
06/12/13	P. Tomasco	0.2	115.00	Email correspondence to J Hoeffner regarding \$500,000 owed to Debtors.
06/12/13	P. Tomasco	0.1	57.50	Email correspondence to S Shiffman regarding communications with AT&T regarding \$500,000 owed to Debtors.
06/19/13	E. Nicolas	0.3	118.50	Meeting with P. Tomasco regarding potential bankruptcy law issues related to alleged licensing gaps for Oracle software.
06/19/13	E. Nicolas	0.4	158.00	Review and analysis of correspondence and license review memorandum from Oracle LMS concerning alleged licensing gaps for Oracle software.
06/19/13	P. Tomasco	0.1	57.50	Email correspondence to A. Brown regarding Sprint complaint
06/20/13	E. Nicolas	0.2	79.00	Correspond with Oracle LMS scheduling meeting to discuss alleged licensing gaps for Oracle software.
06/21/13	E. Nicolas	0.2	79.00	Prepare and analyze attorney notes regarding today's call with Oracle LMS regarding alleged software licensing gaps.
06/21/13	E. Nicolas	0.4	158.00	Attend and conduct call with Oracle LMS regarding alleged software licensing gaps.
06/21/13	E. Nicolas	0.1	39.50	Prepare for call with Oracle LMS regarding alleged software licensing gaps.
06/25/13	E. Nicolas	0.1	39.50	Prepare for call with J. Palmer regarding alleged software licensing gaps with Oracle LMS.
06/25/13	E. Nicolas	0.3	118.50	Call with J. Palmer regarding alleged software licensing gaps with Oracle LMS.



<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/26/13	E. Nicolas	0.1	39.50	Briefly confer with P. Tomasco regarding Telastic software copyright due diligence and alleged software licensing gaps with Oracle LMS.
Total Asset Analysis and Recovery		3.6	\$ 1,692.00	
<b><u>Asset Disposition:</u></b>				
06/03/13	P. Tomasco	0.2	115.00	Telephone conference with M. Quinn regarding bid procedures
06/03/13	P. Tomasco	0.3	172.50	Coordinate drafting of bid procedures motion
06/03/13	P. Tomasco	1.1	632.50	Extensive revisions to asset purchase agreement in accordance with multiple comments
06/03/13	P. Tomasco	0.1	57.50	Email correspondence with Quinn regarding ICC as liabilities under ICAs
06/03/13	C. Thomas	2.3	402.50	Review contracts rejected in first four omnibus motions to reject, and provide contracts to Q Advisors.
06/04/13	P. Tomasco	0.2	115.00	Multiple email correspondence regarding responding to VoxBone inquiry regarding rejection of contract
06/04/13	P. Tomasco	0.3	172.50	Review and respond to AT&T draft of rejection order and ambiguous definition of "valid."
06/04/13	P. Tomasco	0.8	460.00	Email correspondence regarding draft APA and sale structure with assumption of ICAs and other issues
06/04/13	P. Tomasco	0.2	115.00	Telephone conference with M. Holloway regarding sale structure and related issues
06/04/13	P. Tomasco	0.2	115.00	Multiple email correspondence regarding priority of ad valorem taxes
06/04/13	P. Tomasco	0.4	230.00	Review and revise sales procedures motion
06/04/13	J. Wertz	1.7	484.50	Draft Sales Procedures Motion (.4); draft Bidding Procedures Order (.9); draft Notice of Auction & Sale (.3); email conference with P. Tomasco concerning dates and deadlines in foregoing (.1).
06/04/13	J. Wertz	0.8	228.00	Revise Notice of Auction and Motion for Auction and to Approve Bid Procedures.
06/05/13	P. Tomasco	0.2	115.00	Finalize and forward draft bid procedures motion, notice and order to client and banker for comments with explanatory notes
06/05/13	P. Tomasco	0.4	230.00	Review and incorporate Quinn comments to procedures order

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/05/13	P. Tomasco	0.3	172.50	Revise procedures and recirculate to working group
06/05/13	P. Tomasco	0.4	230.00	Telephone conference with D. Peress regarding interest in patents and setting time to discuss with inventors and email to M. Holloway and S. Shiffman regarding same
06/05/13	P. Tomasco	0.4	230.00	Multiple email correspondence with client regarding AT&T rejection order and assurance stipulation language
06/05/13	P. Tomasco	0.2	115.00	Multiple email correspondence to resolve Verizon disconnect order for rejection order effectiveness
06/05/13	P. Tomasco	0.4	230.00	Receive and incorporate AT&T order and stipulation changes and revision thereof
06/05/13	P. Tomasco	0.3	172.50	Review proposed definition of valid from AT&T and emails with B. Gilles regarding same
06/05/13	P. Tomasco	0.2	115.00	Email correspondence to J. Hoeffner regarding issues surrounding definition of valid
06/05/13	J. Wertz	0.5	142.50	Incorporate suggestions from M. Quinn concerning auction & bidding procedures into Motion, Bidding Procedures Order, and Notice.
06/06/13	P. Tomasco	0.4	230.00	Email correspondence regarding conference call with Hilco/Steam Bank to review patent portfolio.
06/06/13	P. Tomasco	0.2	115.00	Telephone conference with S Komrower regarding draft Asset Purchase Agreement.
06/06/13	P. Tomasco	0.3	172.50	Coordinate with C Thomas and J Wertz regarding amending APA schedules to match data room.
06/06/13	P. Tomasco	0.4	230.00	Telephone conference with J Palmer regarding revenue.
06/06/13	P. Tomasco	0.2	115.00	Email correspondence to M Quinn regarding status of APA and bid procedures.
06/06/13	P. Tomasco	0.9	517.50	Review and incorporate Hercules changes to APA.
06/06/13	P. Tomasco	0.2	115.00	Telephone conference with K Gwynne regarding letter for bidders to access billing data.
06/06/13	P. Tomasco	0.1	57.50	Telephone conference with K Gwynne regarding stipulation and rejection of ICA.
06/06/13	J. Wertz	1.7	484.50	Review data contained in data room for completion of schedules to Asset Purchase Agreement.
06/06/13	C. Thomas	2.5	437.50	Retrieve and review documents from dataroom for use in preparing Schedules to APA.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/06/13	C. Thomas	3.6	630.00	Begin preparation of attachment to APA Schedule 1.1 of assets to be sold.
06/07/13	P. Tomasco	0.5	287.50	Review and revise bid letter.
06/07/13	P. Tomasco	0.3	172.50	Telephone conference with counsel for Hercules regarding bid procedures.
06/07/13	P. Tomasco	0.2	115.00	Telephone conference with M Quinn regarding changes to bid procedures.
06/07/13	P. Tomasco	1.6	920.00	Begin revisions and new draft of bid procedures motion.
06/07/13	P. Tomasco	1.1	632.50	Prepare for and participate in conference call with Hilco and client/inventions regarding marketability of patent portfolio.
06/07/13	P. Tomasco	0.9	517.50	Telephone conference with M Holloway regarding sale process.
06/07/13	P. Tomasco	0.4	230.00	Telephone conference with L Feldman regarding buyer for nWire
06/07/13	P. Tomasco	0.1	57.50	Follow up telephone conference with M Holloway regarding sale process.
06/07/13	C. Thomas	2.3	402.50	Review contracts designated to be assigned, and prepare attachment to APA Schedule 2.1 with list of contract information.
06/07/13	C. Thomas	2.2	385.00	Continue preparation attachment to APA Schedule 1.1 of assets to be sold.
06/10/13	P. Tomasco	1.2	690.00	Continue drafting bid procedures.
06/10/13	P. Tomasco	0.2	115.00	Telephone conference with K Elliot regarding committee conference call on sales issues.
06/10/13	P. Tomasco	0.4	230.00	Email correspondence with Q Advisors regarding rejection and litigation.
06/10/13	J. Wertz	0.2	57.00	Determine whether particular contracts have been the subject of previous motions to reject by Debtors (.1); email conference concerning filing of Fifth Omnibus Motion to Reject concerning such contracts (.1).
06/10/13	J. Wertz	0.3	85.50	Review Debtors' Fourth Motion to Reject as it pertains to CenturyLink; revise proposed form of order to include additional language requested by CenturyLink.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/11/13	J. Wertz	0.6	171.00	Revise proposed order granting Third Omnibus Motion to Reject in preparation for filing notice of redlined version of same, incorporating language requested by Committee and AT&T (.3); review Limited Objection by Verizon to Third Omnibus Motion to Reject (.3).
06/11/13	P. Tomasco	0.5	287.50	Email correspondence with client regarding AT&T order processing and explanation of definition of "valid."
06/11/13	P. Tomasco	0.1	57.50	Email correspondence with S Shiffman regarding amount owed by AT&T
06/12/13	P. Tomasco	0.6	345.00	Prepare for and participate in committee update conference call.
06/12/13	C. Thomas	0.7	122.50	Review list of contracts rejected to identify contracts also designated by Debtors to be assigned, and revise Schedule 2.1 to APA accordingly.
06/13/13	P. Tomasco	0.5	287.50	Prepare for hearing on rejection of contracts.
06/13/13	P. Tomasco	0.4	230.00	Telephone conference and multiple email correspondence with J Hoeffner, counsel for AT&T, regarding rejection language.
06/13/13	P. Tomasco	0.3	172.50	Telephone conference with Q Advisors regarding stalking horse bidder need to discuss creditor status.
06/13/13	P. Tomasco	0.3	172.50	Prepare for and participate in conference call with M Holloway, J Palmer, and Q Advisors.
06/13/13	P. Tomasco	0.2	115.00	Telephone conference with M Holloway regarding limits of buyer access.
06/13/13	P. Tomasco	0.5	287.50	Prepare for and meet with S Shiffman regarding hearing preparation.
06/13/13	P. Tomasco	0.8	460.00	Attend hearings on motions to reject contracts.
06/13/13	P. Tomasco	0.9	517.50	Follow up telephone conference with B Gilles and S Shiffman regarding residing Qwest stipulation and meeting.
06/13/13	J. Wertz	0.8	228.00	Attendance at hearings on Third and Fourth Motions to Reject Contracts.
06/13/13	J. Wertz	0.7	199.50	Draft Motion to Extend Time to Assume or Reject Nonresidential Real Property Leases; draft proposed order granting same.
06/14/13	J. Wertz	0.5	142.50	Draft Fifth Omnibus Motion to Reject and proposed order granting (.4); email conference with P. Tomasco concerning timing of filing (.1).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/14/13	J. Wertz	0.7	199.50	Draft Motion to Extend Time Under 365(d)(4) (.6); email conference with P. Tomasco regarding timing of filing of same (.1).
06/14/13	P. Tomasco	0.2	115.00	Draft form letters for bidders to contact ILEC counterparties
06/14/13	P. Tomasco	0.1	57.50	Email correspondence to J. Compton and M. Quinn regarding letter and discussions with ILEC counterparties
06/14/13	P. Tomasco	0.2	115.00	Multiple email correspondence with A. Monroe regarding earnest money deposit amount
06/17/13	P. Tomasco	0.2	115.00	Telephone conference with L Feldman regarding procedures for moving customers to purchase ICA.
06/17/13	P. Tomasco	0.1	57.50	Email correspondence with Quinn regarding letters to carriers to facilitate buyer cure negotiation
06/17/13	P. Tomasco	0.4	230.00	Correspondence to Qwest and AT&T counsel regarding communications with buyers
06/17/13	P. Tomasco	0.1	57.50	Email correspondence regarding need for regulatory counsel
06/17/13	P. Tomasco	0.6	345.00	Email correspondence regarding circuit id discrepancy on Cogent disconnect listing and resolution of same
06/17/13	P. Tomasco	0.3	172.50	Email correspondence regarding St. James Place utility charge payment, forward proof of payment exchange information about invoices
06/17/13	P. Tomasco	0.6	345.00	Extended email exchange with P. Lewis for Cogent regarding disconnection of rejected circuits and prohibition against disconnecting other circuits and follow up telephone conference regarding same
06/17/13	P. Tomasco	0.1	57.50	Review and respond to Oracle license review request and coordinate with E. Nicolas
06/17/13	C. Thomas	0.3	52.50	Review and forward APA schedules to Q Advisors for further review.
06/18/13	P. Tomasco	0.2	115.00	Conference with J. Wertz and C. Thomas regarding review of data room and completion of schedules
06/18/13	P. Tomasco	0.1	57.50	Email correspondence regarding exhaustion of available information from which to complete schedules
06/18/13	P. Tomasco	0.1	57.50	Email correspondence with J. Hoeffner regarding buyer contact to negotiate at AT&T

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/18/13	P. Tomasco	0.1	57.50	Email correspondence with Committee regarding trade receivable origins
06/18/13	P. Tomasco	0.2	115.00	Continue coordination of information for completion of schedules
06/18/13	P. Tomasco	0.2	115.00	Email correspondence to banker regarding lack of data in data room to complete schedules
06/18/13	P. Tomasco	0.2	115.00	Coordinate finalization of order on 2nd and fourth omnibus rejection motions with AT&T
06/18/13	P. Tomasco	0.1	57.50	Communication regarding St. James Place utility charges
06/18/13	C. Thomas	1.4	245.00	Numerous emails with Q Advisors regarding information in data room necessary for completing schedules to APA.
06/19/13	P. Tomasco	0.1	57.50	Email correspondence regarding status of schedules
06/19/13	P. Tomasco	1.9	1,092.50	Travel to and participate in meeting with client and bankers regarding schedule completion and sources for missing information
06/19/13	P. Tomasco	0.1	57.50	Email correspondence to coordinate compilation of customer contracts list for APA schedules
06/19/13	P. Tomasco	0.1	57.50	Email correspondence to lender and committee with final markup
06/19/13	C. Thomas	1.5	262.50	Participate in conference call regarding preparation of schedules to APA.
06/19/13	C. Thomas	0.7	122.50	Begin preparation of spreadsheet of customer contracts for use in preparing schedules to APA.
06/20/13	P. Tomasco	0.2	115.00	Email correspondence regarding completion of amalgamated customer contract list
06/20/13	P. Tomasco	0.2	115.00	Telephone conference with D. Peress regarding offer for IPV4 addresses and structure of same
06/20/13	P. Tomasco	0.2	115.00	Email correspondence to client with form of offer for IPV4 addresses
06/20/13	P. Tomasco	0.1	57.50	Email correspondence response to lender regarding separately valued asset pools to maximize value
06/20/13	P. Tomasco	0.1	57.50	Email correspondence to banker regarding primacy of debtor decisions on sale of assets
06/20/13	C. Thomas	3.0	525.00	Continue preparation of spreadsheet of customer contracts for use in data room.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/21/13	P. Tomasco	0.1	57.50	Coordinate transmittal of final sales procedures to banker
06/21/13	P. Tomasco	0.2	115.00	Email correspondence regarding status of schedules to APA
06/21/13	P. Tomasco	1.8	1,035.00	Review and revise form APA and review additional schedules of contracts likely to be assigned to fill out information for schedules
06/21/13	P. Tomasco	0.1	57.50	Email correspondence regarding procedure for assuming and assigning contracts up to the date of sale hearing
06/24/13	P. Tomasco	0.2	115.00	Coordinate NDA for purchaser to consult with carrier counterparties
06/24/13	P. Tomasco	0.2	115.00	Email correspondence with bankers and buyers regarding status of updated schedules
06/24/13	P. Tomasco	0.2	115.00	Email correspondence to bankers regarding lack of information in data room from which to build schedules
06/24/13	P. Tomasco	0.1	57.50	Email correspondence regarding response to A. Riley regarding sale motion and schedule
06/24/13	P. Tomasco	0.2	115.00	Email correspondence to potential regulatory counsel regarding transaction
06/24/13	P. Tomasco	0.1	57.50	Review and analysis of Qwest stipulation
06/24/13	P. Tomasco	0.1	57.50	Email correspondence to client regarding Qwest stipulation
06/25/13	K. LaValle	0.1	64.50	Review e-mail from M. Quinn summarizing expected regulatory approvals required in connection with sale.
06/25/13	K. LaValle	0.7	451.50	Analysis of registration status of PacWest, Tex-Link and N-wire in PUCT records.
06/25/13	P. Tomasco	1.1	632.50	Prepare for and participate in conference call with client and bankers regarding cure cost issues effect stalking horse bidder
06/25/13	P. Tomasco	0.9	517.50	Prepare for and participate in conference call with APA walkthrough with secured creditor and TNCI
06/25/13	P. Tomasco	0.2	115.00	Multiple email correspondence with bidder counsel regarding bid procedures order
06/25/13	P. Tomasco	0.1	57.50	Multiple email correspondence with Onvoy regarding status of schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/25/13	J. Wertz	0.2	57.00	Telephone conference with B. Cummings (AT&T) concerning Debtors' Motion for Bidding Procedures and inquiry relevant to information about cure amounts.
06/25/13	C. Thomas	5.9	1,032.50	Review documents in data room regarding assumed contracts, and prepare charts for insertion into APA schedules.
06/26/13	K. LaValle	0.3	193.50	Review draft schedules to APA and communications regarding same.
06/26/13	P. Tomasco	1.3	747.50	Prepare for and participate in conference call internally with changes to TNCI APA, and revise TNCI APA to conform with comments
06/26/13	P. Tomasco	2.2	1,265.00	Review and revise schedules and multiple emails regarding inputs for schedules to accompany APA
06/26/13	P. Tomasco	2.1	1,207.50	Continue revising and redrafting schedules and incorporation of multiple comments to APA and schedules
06/26/13	P. Tomasco	1.1	632.50	Multiple email correspondence and telephone conference with K. Gwynne regarding finalization of adequate assurance stipulation; telephone conference with B. Gilles regarding double dipping issue; revise and email stipulation to reflect changes to amounts based on post-petition usage.
06/26/13	C. Thomas	11.8	2,065.00	Continue to review documents in data room regarding assumed contracts, and prepare charts for insertion into APA schedules.
06/26/13	J. Wertz	1.0	285.00	Complete section of schedules to APA for other network agreement.
06/27/13	A. Benolken	0.8	436.00	Review emails regarding schedules and Asset Purchase Agreement; brief review of Agreement and Schedules.
06/27/13	K. LaValle	1.0	645.00	Review current draft APA and outline comments on regulatory provisions; review PUCT regulatory requirements upon SPCOA holder filing bankruptcy; e-mail to P. Tomasco regarding Tex-Link's IXC de-registration due to lack of annual report.
06/27/13	P. Tomasco	0.8	460.00	Draft and forward proposed order to Verizon and Qwest regarding proposed cure procedures
06/27/13	P. Tomasco	1.9	1,092.50	Continue review and revisions to APA and schedules
06/27/13	P. Tomasco	0.8	460.00	Prepare for and participate in committee conference call regarding status of proceedings and stalking horse bid issues



<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/27/13	C. Thomas	7.1	1,242.50	Communications with several parties to drafting of APA schedules, and make revision to same, compiling requested edits from all parties.
06/28/13	K. LaValle	2.0	1,290.00	Further analysis of Tex-Link deregistration as a registered IXC; e-mail to P. Tomasco with detail of de-registration status; e-mail exchange with P. Tomasco regarding PUCT Staff instruction regarding filing annual reports and updated contact information and requirement to file bankruptcy notifications; analysis of applicability of anti-slamming provisions; e-mail exchanges with P. Tomasco regarding SPCOA transfer and relinquishment analysis and anti-slamming customer notice requirements.
06/28/13	A. Benolken	3.8	2,071.00	Participate in telephone conference on Asset Purchase Agreement; brief review of schedules; revise Asset Purchase Agreement.
06/28/13	P. Tomasco	0.2	115.00	Telephone conference with S Shiffman regarding bid procedures.
06/28/13	P. Tomasco	1.9	1,092.50	Multiple telephone conferences with lender, committee, and client regarding bid procedures.
06/28/13	P. Tomasco	0.6	345.00	Prepare for and participate in conference call with committee regarding bid amounts and procedures.
06/28/13	P. Tomasco	0.5	287.50	Email correspondence to bidders regarding procedures.
06/28/13	P. Tomasco	0.9	517.50	Multiple telephone conferences with K Gwynne regarding adequate assurance stipulation.
06/28/13	P. Tomasco	0.4	230.00	Telephone conference with client regarding final terms and change of concept.
06/28/13	P. Tomasco	0.2	115.00	Email correspondence to K Gwynne regarding counter proposal.
Total Asset Disposition		112.6	\$ 43,961.50	
<b><u>Business Operations:</u></b>				
06/03/13	J. Wertz	1.4	399.00	Draft Motion to Pay Ordinary Course Professionals.
06/04/13	J. Wertz	0.6	171.00	Draft Motion to Retain Ordinary Course Professionals (.3) and draft proposed order granting same (.2); email conference with P. Tomasco concerning filing on negative notice or in regular course for timing considerations (.1).
Total Business Operations		2.0	\$ 570.00	
<b><u>Case Administration:</u></b>				

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/03/13	J. Wertz	0.5	142.50	Attend team meeting with P. Tomasco.
06/03/13	C. Thomas	1.1	192.50	Confer with P. Tomasco and J. Wertz regarding upcoming tasks and deadlines.
06/06/13	P. Tomasco	0.3	172.50	Prepare for and participate in conference call with committee counsel.
06/06/13	P. Tomasco	0.2	115.00	Telephone conference with counsel for Pacific Storage regarding access to data storage and demand for rent.
06/07/13	C. Thomas	0.9	157.50	Communications with Committee counsel and Q Advisors regarding obtaining data and regarding obtaining PUC cases.
06/10/13	P. Tomasco	0.1	57.50	Telephone conference with security service creditor regarding proof of claim.
06/10/13	P. Tomasco	0.1	57.50	Review inquiry from storage creditor.
06/10/13	J. Wertz	0.3	85.50	Telephone conference with M. Krasoff (1770 St. James Partnership) concerning post-petition rent for office space in Houston (.2); draft email correspondence to J. Palmer (Tamarack & Associates) concerning issue (.1).
06/10/13	J. Wertz	0.1	28.50	Telephone conference with S. Shelton (Intelemedia Communications) concerning Claim Procedures and Proof of Claim form received.
06/10/13	J. Wertz	0.3	85.50	Revise Motion and proposed form of Order to Pay Ordinary Course Professional to include limitation in the aggregate on compensation and expenses that may be paid to ordinary course professional following conference with P. Tomasco concerning same.
06/10/13	C. Thomas	1.4	245.00	Receipt and review recently filed claims.
06/10/13	C. Thomas	0.9	157.50	Confer with special counsel regarding preparing and filing fee requests.
06/11/13	J. Wertz	0.2	57.00	Email conference with V. Wenger concerning Ordinary Course Professionals Motion (.1); email conference with P. Tomasco concerning potential response to same (.1).
06/12/13	J. Wertz	0.2	57.00	Draft email correspondence to V. Wenger (US Trustee) in response to inquiry about Ordinary Course Professionals Motion (.1); conference with P. Tomasco concerning US Trustee questions regarding Ordinary Course Professionals Motion (.1).
06/12/13	J. Wertz	0.6	171.00	Draft Agenda for matters set for hearing on June 13, 2013 to be filed with the Court.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/13/13	J. Wertz	0.4	114.00	Review notice received by Debtors from UMS concerning registration procedure; telephone conference with UMS concerning procedure and withholding of receipts to build up reserves; and draft email correspondence to UMS as follow-up to phone conference.
06/14/13	P. Tomasco	0.9	517.50	Emails and telephone conference with S. Shiffman regarding Momentum disconnection issue and review spreadsheets to verify prior disconnection
06/14/13	P. Tomasco	0.4	230.00	Detailed email to J. Dunn regarding disconnection of circuits never requested by Debtors
06/14/13	J. Wertz	0.2	57.00	Email conference with P. Tomasco concerning registration requirements and fees for Pac West by UMS.
06/17/13	J. Wertz	0.3	85.50	Draft email correspondence to M. Krasoff (1770 St. James Place) concerning inquiry about June rent; email conference with M. Krasoff concerning proof of payment.
06/18/13	J. Wertz	0.3	85.50	Email correspondence from M. Krasoff (1770 St. James Place) concerning allegedly unpaid electricity fee in connection with leased office space (.1); review invoice supporting same in comparison with statement received by Debtors (.1); email conference with P. Tomasco regarding same (.1).
06/18/13	J. Wertz	0.6	171.00	Draft Bidding Procedures Order, Auction and Sale Notice, and Notice of Winning Bidder to contain revisions to Motion Authorizing Sale by Committee (.6).
06/19/13	P. Tomasco	0.2	115.00	Telephone conference with K. Elliot regarding January financials other data
06/19/13	P. Tomasco	0.1	57.50	Follow up communications with J. Palmer regarding A/R
06/19/13	P. Tomasco	0.2	115.00	Email correspondence with P. Elliot regarding Cogent claim of missing payments
06/21/13	P. Tomasco	0.2	115.00	Emails with USAC attorneys regarding status of post-petition fees and emails with client regarding same
06/24/13	P. Tomasco	0.2	115.00	Review status of response to USAC post-petition fee inquiry
06/25/13	J. Wertz	0.1	28.50	Email conference with P. Tomasco concerning Motion to Extend Time to Assume or Reject Unexpired Leases.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/25/13	J. Wertz	0.3	85.50	Telephone conference with counsel for T-Mobile in response to filing of Complaint by Debtors requesting documents, discussing basis of complaint, and requesting extension of time to Answer or otherwise respond.
06/25/13	J. Wertz	1.6	456.00	Draft Motion to Extend Exclusivity and proposed order granting same (1.5); draft email correspondence to P. Tomasco concerning amount of time to be requested for same (.1).
06/26/13	J. Wertz	0.4	114.00	Telephone conference with B. Cummings (Pilot Communications) concerning Debtors' Motion for Bidding Procedures and lease with Pilot (.2); review proof of claims filed by Pilot against Debtors (.1); email conference with P. Tomasco concerning inquiry (.1).
06/26/13	J. Wertz	0.1	28.50	Email conference with T. Lau (Debtors) concerning issue with UMS processing Mastercard payments.
06/27/13	J. Wertz	0.1	28.50	Review orders uploaded after hearing on Bidding Procedures to ensure accuracy in response to request from Court.
06/27/13	C. Thomas	0.3	52.50	File monthly operating reports for April (amended) and May.
06/28/13	J. Wertz	0.3	85.50	Email conference with B. Cummings (Pilot Communications) concerning requests to expedite Motion for Relief from Stay and Motion to Compel Payment; email conference with P. Tomasco concerning same.
06/28/13	C. Thomas	0.6	105.00	Begin preparation of amendments to Schedule G.
Total Case Administration		15.0	\$ 4,544.00	
<b><u>Claims Administration and Objections:</u></b>				
06/04/13	C. Thomas	0.4	70.00	Review and analyze recently filed claims, and update chart of same.
06/06/13	C. Thomas	0.9	157.50	Review and analyze recently filed claims, and update chart of same.
06/19/13	C. Thomas	3.6	630.00	Review and analyze recently filed claims, and update chart of same.
06/20/13	C. Thomas	2.5	437.50	Review and analyze recently filed claims, and update chart of same.
06/28/13	C. Thomas	0.9	157.50	Review and analyze recently filed claims, and update chart of same.
Total Claims Administration and Objections		8.3	\$ 1,452.50	
<b><u>Fee/Employment Applications:</u></b>				

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/05/13	P. Tomasco	0.1	57.50	Review retention of QSI.
06/05/13	P. Tomasco	0.2	115.00	Email correspondence with M Holloway regarding retention of QSI.
06/07/13	C. Thomas	0.4	70.00	Prepare Tamarack's Second Fee Request.
06/10/13	C. Thomas	0.2	35.00	Revise and file Tamarack Associates, Inc.'s Second Fee Request for Payment of Compensation and Reimbursement of Expenses for the Period from May 1, 2013 Through May 31, 2013.
06/10/13	C. Thomas	1.3	227.50	Review invoice and expenses for use in preparing exhibits to Jackson Walker's First Fee Request, and determine changes to same.
06/11/13	C. Thomas	3.1	542.50	Complete revisions to Jackson Walker's First Fee Request, and file same.
06/11/13	C. Thomas	1.6	280.00	Review invoice of compensation omitted from Jackson Walker's First Fee Request, and begin preparation of amended request and exhibits to same.
06/12/13	C. Thomas	3.5	612.50	Complete revisions to Jackson Walker's Amended First Fee Request, and exhibits, and file same.
06/12/13	C. Thomas	0.6	105.00	Revise and file The Brown Firm, PLLC's First Fee Request for Payment of Compensation and Reimbursement of Expenses for the Period from April 1, 2013 Through April 30, 2013.
06/28/13	C. Thomas	0.5	87.50	Revise and file The Brown Firm, PLLCs First Fee Request for Payment of Compensation and Reimbursement of Expenses for the Period from April 1, 2013 Through April 30, 2013.
Total Fee/Employment Applications		11.5	\$ 2,132.50	
<b><u>Financing</u></b>				
06/03/13	J. Wertz	3.8	1,083.00	Draft Sales Procedure Motion, proposed order granting same, and proposed Notice of same.
06/10/13	P. Tomasco	0.3	172.50	Telephone conference with B Gilles regarding Qwest negotiation.
06/10/13	P. Tomasco	1.4	805.00	Review and revise Qwest stipulation.
06/10/13	P. Tomasco	0.2	115.00	Email correspondence to J Hoeffner regarding definition of valid disconnect order.
06/11/13	P. Tomasco	0.2	115.00	Telephone conference with J Hoeffner regarding stipulation on rejection motion.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/11/13	P. Tomasco	0.9	517.50	Review and revise stipulation with Qwest based on B Gilles analysis.
06/11/13	P. Tomasco	0.2	115.00	Telephone conference with J Hoeffner regarding LNP request processing.
06/12/13	P. Tomasco	0.1	57.50	Telephone conference with B Gilles regarding Verizon rejection motion.
06/12/13	P. Tomasco	0.3	172.50	Review and analysis of log of attempts to disconnect Verizon circuits.
06/12/13	P. Tomasco	0.2	115.00	Email correspondence with B Gilles regarding origina of evidence regarding Verizon rejection
06/12/13	P. Tomasco	0.2	115.00	Telephone conference with S Shiffman regarding testimony
06/12/13	P. Tomasco	1.1	632.50	Research regarding severability of contracts/circuits.
06/12/13	P. Tomasco	0.5	287.50	Email correspondence with F White regarding stipulation and background facts regarding circuit disconnect.
06/13/13	P. Tomasco	0.4	230.00	Email correspondence with K Gwynne and client regarding Qwest stipulation.
06/13/13	P. Tomasco	0.1	57.50	Review current blackline stipulation.
06/14/13	P. Tomasco	0.6	345.00	Continue to work on bid and cure procedures motion issues and revisions to bid procedures motion
06/14/13	J. Wertz	1.9	541.50	Draft Motion for Entry of Orders (I) Approving Procedures for Sale of Assets and (II) Authorizing Sale of Assets and Assumption and Assignment of Executory Contracts and Unexpired Leases (.8); draft Notice of Winning Bidder & Cure Amounts (1.1)
06/17/13	P. Tomasco	0.2	115.00	Email correspondence regarding regulatory lawyers and status of letters to carriers.
06/17/13	P. Tomasco	0.7	402.50	Review and revise sale motions and notice of same.
06/17/13	P. Tomasco	0.1	57.50	Email correspondence to S Komrower regarding sale motion.
06/17/13	P. Tomasco	0.9	517.50	Finalize initial draft of bidding procedures motion and email to lender counsel regarding timing
06/17/13	P. Tomasco	0.5	287.50	Review and coordinate incorporation of Committee comments to sale and procedures motion
06/17/13	P. Tomasco	0.3	172.50	Email correspondence to negotiating group with final changes to sale and bid procedures motion and coordinate filing and notice of motion

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/18/13	P. Tomasco	0.1	57.50	Telephone conference with L Feldman regarding winning bidder.
06/18/13	P. Tomasco	0.1	57.50	Multiple revisions to bidding procedures motion.
06/18/13	P. Tomasco	0.1	57.50	Review and revise motion to expedite bid procedures motion
06/18/13	P. Tomasco	0.1	57.50	Review and respond to UST comments to motion to expedite
06/18/13	P. Tomasco	0.4	230.00	Review ancillary pleadings to sale and procedures motion and telephone conference with S. Komrower regarding lender comments to motion
06/18/13	P. Tomasco	0.1	57.50	Respond to banker comments to sale motion
06/18/13	P. Tomasco	0.3	172.50	Review and incorporate lender comments to sales procedures motion
06/18/13	J. Wertz	1.1	313.50	Draft Motion to Expedite Sale Motion (.9); draft email correspondence to V. Wenger (UST) concerning objection to same (.1); draft Certificate of Conference concerning conference with US Trustee (.1).
06/18/13	P. Tomasco	0.1	57.50	Email correspondence regarding finalization of bid procedures order
06/19/13	P. Tomasco	0.6	345.00	Review and revise sales procedures motion and committee and lender changes to same
06/19/13	P. Tomasco	0.2	115.00	Email correspondence forwarding blackline with explanation to counsel and speed of proceedings
06/19/13	P. Tomasco	0.4	230.00	Prepare for and participate in conference call regarding final bid procedures motion
06/19/13	P. Tomasco	0.1	57.50	Additional changes to bid procedures motion based on lender comments
06/20/13	P. Tomasco	0.1	57.50	Coordinate finalization and filing of sale procedures motion
06/20/13	J. Wertz	1.8	513.00	Draft Bidding Procedures Order to incorporate changes from revision suggested by Committee and counsel for Hercules; draft Auction & Sale Notice, and Notice of Winning Bidder & Cure amounts to incorporate same changes; and draft Motion to Expedite same to incorporate foregoing revisions.
06/21/13	P. Tomasco	0.1	57.50	Coordinate setting of hearing on motion with court
06/21/13	P. Tomasco	0.1	57.50	Coordinate notice of hearing on procedures

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/21/13	P. Tomasco	0.2	115.00	Email correspondence regarding proffer at hearing
06/21/13	J. Wertz	0.1	28.50	Telephone conference with S. Wood (law clerk to Judge Davis) concerning motion to expedite and setting with respect to same; review order setting hearing and conference with K. Gradney concerning notice requirements thereunder.
06/25/13	P. Tomasco	0.2	115.00	Emails with F. White regarding requested changes to cure procedures in bidding procedures order
06/26/13	P. Tomasco	0.2	115.00	Coordinate preparation of revised bidding procedures order given comments by counterparties and coordinate service of same
06/26/13	J. Wertz	0.5	142.50	Research statutory provisions under Texas law for priority of ad valorem taxes over other types of liens (.4); email conference with P. Tomasco concerning conclusion (.1).
06/27/13	P. Tomasco	0.6	345.00	Prepare for and participate in conference call with Verizon and Qwest regarding changes to procedures for determining cure amounts
06/27/13	P. Tomasco	0.4	230.00	Revise proposed order and circulate to counsel
06/27/13	P. Tomasco	0.8	460.00	Preparation for hearing on bidding procedures
06/27/13	P. Tomasco	0.5	287.50	Meet with A. Monroe regarding hearing preparation
06/27/13	P. Tomasco	1.1	632.50	Attend hearing and prosecute bidding procedures motion
06/27/13	P. Tomasco	1.1	632.50	Coordinate uploading of revised bidding procedures order and cure procedures order with emails regarding final comments
06/28/13	P. Tomasco	2.4	1,380.00	Multiple revisions to sale notice.
06/28/13	P. Tomasco	1.1	632.50	Revise and finalize auction notice.
06/28/13	C. Thomas	1.9	332.50	Identify creditors to be served with Notice of Auction and Sale, and revise mailing list with additional creditors.
Total Financing		32.0	\$ 14,972.00	
<b><u>Litigation:</u></b>				
06/13/13	P. Tomasco	0.6	345.00	Review and edit suit against T-Mobile.
06/13/13	P. Tomasco	0.1	57.50	Email correspondence to client regarding complaint against T-Mobile.



<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
06/13/13	J. Wertz	2.5	712.50	Research cases addressing 542(b) for inclusion in Complaint against T-Mobile; draft Complaint against T-Mobile for turnover under 542.
06/18/13	C. Thomas	1.3	227.50	Prepare Exhibit A and Adversary Proceeding Cover Sheet to complaint against T-Mobile, and file and serve same.
06/19/13	P. Tomasco	0.2	115.00	Draft demand letter to Cricket regarding ICC charges
06/19/13	P. Tomasco	0.1	57.50	Finalize T-Mobile complaint
06/24/13	P. Tomasco	0.1	57.50	Review inquiry from T-Mobile regarding turnover litigation.
Total Litigation		4.9	\$1,572.50	
<b><u>Plan and Disclosure Statement:</u></b>				
06/03/13	J. Wertz	0.5	142.50	Draft Disclosure Statement.
Total Plan and Disclosure Statement		0.5	\$ 142.50	
<b><u>Relief from Stay Proceedings:</u></b>				
06/11/13	P. Tomasco	0.4	230.00	Correspondence to Suffolk County Court regarding trial setting in violation of the automatic stay.
Total Relief from Stay Proceedings		0.4	\$ 230.00	
Total Fee:				\$71,269.00

**EXHIBIT "B"**

**EXPENSE BY TYPE  
JUNE 1, 2013 THROUGH JUNE 30, 2013**

Expenses:

Certified Mail	13.02
Copying Expense	2,676.80
Postage	459.64
Research Services	73.40
VENDOR: Williams Lea Inc.; INVOICE#: I13060439; DATE: 6/1/2013 - Cust JAW-03294; AUS	44.15
Filing Fee -VENDOR: Patty Tomasco; INVOICE#: ER169247; DATE: 6/8/2013 - Filing fee	293.00

Total Expenses

3,560.01

**EXHIBIT "C"**

**THIRD FEE REQUEST  
JUNE 1, 2013 THROUGH JUNE 30, 2013**

<b>Invoice No.</b>	<b>Fees</b>	<b>Expenses</b>	<b>Description</b>
		\$ 3,560.01	<b>General Bankruptcy</b>
1329815	\$ 1,692.00		<b>Asset Analysis and Recovery</b>
1329815	\$ 43,961.50		<b>Asset Disposition</b>
1329815	\$ 570.00		<b>Business Operations</b>
1329815	\$ 4,544.00		<b>Case Administration</b>
1329815	\$ 1,452.50		<b>Claims Administration and Objections</b>
1329815	\$ 2,132.50		<b>Fee/Employment Applications</b>
1329815	\$ 14,972.00		<b>Financing</b>
1329815	\$ 1,572.50		<b>Litigation</b>
1329815	\$ 142.50		<b>Plan and Disclosure Statement</b>
1329815	\$ 230.00		<b>Relief from Stay Proceedings</b>
Totals	\$71,269.00	\$3,560.01	
20% Fee Holdback	(\$14,253.80)		
80% of Fees	\$57,015.20		
Plus Expenses	\$3,560.01		
Requested Amount	\$60,575.21		