

**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

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13 AUG 12 PM 3:29
COMMISSION
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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**

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

**QSI CONSULTING, INC.'S FIRST FEE REQUEST FOR PAYMENT
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD FROM MAY 31, 2013 THROUGH AND INCLUDING 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.**

QSI Consulting, Inc. ("QSI") has applied, pursuant to the *Order Granting*

Debtors' Motion for Order Establishing Monthly Fee and Expense Reimbursement Procedures

(the “Procedures Order”) entered by this Court on May 15, 2013 (Docket Entry No. 186), for payment to QSI of interim compensation for services rendered and reimbursement of expenses incurred during the period commencing May 31, 2013 through June 30, 2013.¹

QSI seeks payment of interim compensation in the total amount of \$11,520.66. This total is 80% of the fees for services rendered. QSI incurred no expenses during this time period. Summaries of the fees are attached hereto as Exhibit A.

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 parties within ten (10) days after the date of mailing this notice:

- (a) UPH Holdings, Inc./Pac-West Telecomm, Inc./Tex-Link Communications, Inc./UniPoint Services, Inc./nWire, LLC/Peering Partners Communications, Inc., 6500 River Place Bldg., 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, New York 10178 (Attn: Kristin Elliott, kelliott@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).

¹ On July 26, 2013, the Court entered an order authorizing the Committee’s retention of QSI *nunc pro tunc* to May 31, 2013. (Docket Entry No. 455).

If an objection is timely filed and served, the Debtors will pay QSI 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,

By: /s/ Craig A. Wolfe

Craig A. Wolfe (admitted *pro hac vice*)

Kristin S. Elliott (admitted *pro hac vice*)

KELLEY DRYE & WARREN LLP

101 Park Avenue

New York, New York 10178

Tel: (212) 808-7800

Fax: (212) 808-7897

*Counsel for the Official Committee of Unsecured
Creditors of UPH Holdings, Inc., et al.*

CERTIFICATE OF SERVICE

This will certify that on the 8th day of August, 2013, I served a true and correct copy of the foregoing pleading, 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/ Catherine L. Thompson
Catherine L. Thompson

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
PO Box 364300
Las Vegas, NV 89133-6430

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

CenturyLink
PO Box 2961
Phoenix, AZ 85062-2961

Frontier
PO Box 92713
Rochester, NY 14692-0000

Cogent Communications
PO 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
PO 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, LP
Attn: Kevin McInterny
624 S. Grand Avenue
Suite 2435
Los Angeles, CA 90017

Bandwidth.com, Inc.
75 Remittance Drive, Suite 6647
Chicago, IL 60675

Pac Bell
PO 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
PO Box 77766
Stockton, CA 95267-1066

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c/o Ronald Rowland
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Hunt Valley, MD 21030

Valerie Wenger
US Trustee
903 San Jacinto Blvd., Room 230
Austin, TX 78701

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

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Accounts
Revenue Accounting Division –
Bankruptcy Section
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Austin, TX 78711

Texas Workforce Commission
TEC Building – Bankruptcy
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Austin, TX 78778

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Austin, Texas 78701

Hercules Technology II, LP
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Boston, MA 02116

Hercules Technology Growth
Capital, Inc.,
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Mirick O'Connell DeMallie & Lougee
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Travis County Attorney's Office
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Aldine ISD
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Houston, TX 77032

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Linebarger Goggan Blair &
Sampson
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San Antonio, TX 78205

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

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, TX 78730

EXHIBIT A

Time and Expense Records

QSI Consulting, Inc.

QSI Consulting, Inc.
 2977 Highway K
 Box No. 304
 O'Fallon, MO 63368-7862

(636)272-4127
 mstarkey@qsiconsulting.com



Invoice

Date	Invoice #
07/30/2013	130614
Due Date	
08/29/2013	

Bill To

258 - Creditor Committee
 258 - UPH Creditor Committee

Date	Activity	Quantity	Rate	Amount
	258.101 - AR Review & Analysis			
06/03/2013	06/03/2013 Reviewed - Warren R. Fischer	0:30	250.00	125.00
06/04/2013	06/04/2013 Reviewed ; review ; discussed with Mike Starkey to (0.25) -	1:00	250.00	250.00
06/04/2013	Warren R. Fischer Review materials provided. Research Research Review both in light of Prepare initial questions for Kristin to pose to Debtor counsel. - Michael T. Starkey	3:50	280.00	1,073.33
06/06/2013	06/06/2013 Follow up with Kristen on data needs, gain access to Data Room, review files in Data Room, various calls (Warren/Kristin). Express	0:45	280.00	210.00
06/06/2013	Michael T. Starkey Reviewed financial documents posted to the data room used by UPH Holdings. - Warren R. Fischer	1:00	250.00	250.00
	Continue to the next page			

Date	Activity	Quantity	Rate	Amount
06/07/2013	<p>06/07/2013 Reviewed documents in data room ; discussed status of review with Kristin Elliot. - Warren R. Fischer</p>	1:00	250.00	250.00
06/10/2013	<p>06/10/2013 Prepared an analysis of ; also Warren R. Fischer</p>	2:30	250.00	625.00
06/11/2013	<p>06/11/2013 Completed preliminary analysis of the ; discussed same with Mike Starkey; reviewed various documents ; call with Mike Starkey and John Palmer of Tamarack Associates to discuss ; reviewed ; revised - Warren R. Fischer</p>	3:00	250.00	750.00
06/11/2013	<p>Work with KDW to get access to new data sources discussion with Mr. Palmer. Research new data and evaluate usefulness. Discussions with Warren regarding new data, assign tasks, etc. - Michael T. Starkey</p>	2:45	280.00	770.00
06/12/2013	<p>06/12/2013 Reviewed prior to the status meeting with the unsecured creditor committee; participated in the status meeting with the unsecured creditor committee; call with Mike Starkey and Kristin Elliot following the status meeting to discuss next steps; prepared analysis of Warren R. Fischer</p>	5:00	250.00	1,250.00
06/13/2013	<p>06/13/2013 Continue to the next page</p>			

Date	Activity	Quantity	Rate	Amount
06/13/2013	Prepare "Quick Update" for Creditor Committee call. Attend Creditor Committee call and provide update on progress. Call with Counsel to discuss moving forward. Discussions with Warren and review and analysis of available materials. - Michael T. Starkey	4:00	280.00	1,120.00
06/13/2013	Call with to discuss Analyze Michael T. Starkey	1:00	280.00	280.00
06/14/2013	06/14/2013 Reviewed documentation - Warren R. Fischer	2:00	250.00	500.00
06/15/2013	06/15/2013 Reviewed documentation. to - Warren R. Fischer	2:30	250.00	625.00
06/17/2013	06/17/2013 Review Warren's analysis, begin - Michael T. Starkey	3:20	280.00	933.33
06/18/2013	06/18/2013 Reviewed documents posted to the Data Room to Warren R. Fischer	0:30	250.00	125.00
06/18/2013	Draft - Michael T. Starkey	6:00	280.00	1,680.00
06/19/2013	06/19/2013 Reviewed the received from the Debtors to ; communicated results of my review to the Creditors' counsel. - Warren R. Fischer	0:15	250.00	62.50
06/19/2013	Draft i - Michael T. Starkey	1:45	280.00	490.00
	06/20/2013 Continue to the next page			

Date	Activity	Quantity	Rate	Amount
06/20/2013	Reviewed and edited	1:45	250.00	437.50
	; reviewed			
	Warren R. Fischer			
06/20/2013	Finalize	2:30	280.00	700.00
	Michael T. Starkey			
06/20/2013	930-1030A: review and edits sent to team - Patrick L. Phipps	1:00	250.00	250.00
	06/21/2013			
06/21/2013	Reviewed the UPH Bid Procedures Motion and the Asset Purchase Agreement; participated in the status call with the unsecured creditors committee; reviewed	1:15	250.00	312.50
	- Warren R. Fischer			
06/21/2013	Finalize, attend weekly Committee call. - Michael T. Starkey	1:00	280.00	280.00
	06/25/2013			
06/25/2013	Reviewed	0:15	250.00	62.50
	Warren R. Fischer			
	06/26/2013			
06/26/2013	Call with Craig Wolf and Kristin Elliott to discuss (U./b). - Warren R. Fischer	0:45	250.00	187.50
	06/28/2013			
06/28/2013	Conference call with counsel and the unsecured creditors committee for an update on the Debtors' sale activities and	0:30	250.00	125.00
	Warren R. Fischer			
06/28/2013	Quick call with Counsel prior to Committee call, Committee call - Michael T. Starkey	0:45	280.00	210.00
	SUBTOTAL - 258.101 - AR Review & Analysis = \$13,934.16			
	258.102 - Sales Related Analysis 06/26/2013			
	Continue to the next page			

Date	Activity	Quantity	Rate	Amount
06/26/2013	Quick call with Counsel re: Michael T. Starkey	0:30	280.00	140.00
	SUBTOTAL - 258.102 - Sales Related Analysis = \$140.00			
	258.103 - Retention Related			
	06/11/2013			
06/11/2013	Review and Edit affidavit, LOE, discussions with Counsel, finalize and provide to Counsel for filing. - Michael T. Starkey	1:10	280.00	326.67
	SUBTOTAL - 258.103 - Retention Related = \$326.67			
			Total	\$14,400.83