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

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	§	

**DESHAZO & NESBITT LLP'S FIRST FEE REQUEST FOR
PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM SEPTEMBER 12, 2013 THROUGH OCTOBER 31, 2013**

This pleading requests relief that may be adverse to your interests.

If no timely response is filed within 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.

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

DeShazo & Nesbitt LLP ("DeShazo") 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 DeShazo

COM	_____
AFD	_____
APA	_____
ECO	_____
ENG	_____
JCL	_____
DM	_____
TEL	_____
CLK	_____

NG

of interim compensation for services rendered and reimbursement of expenses incurred during the period commencing September 12, 2013 through October 31, 2013.

DeShazo seeks payment of interim compensation in the total amount of \$9,997.60, which equals 80% of the \$12,497.00 fees for services rendered. A summary of the fees is 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 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 DeShazo 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

Jennifer F. Wertz
State Bar No. 24072822
(512) 236-2247 – Direct Phone
(512) 391-2147 – Direct Fax
Email address: jwertz@jw.com

COUNSEL FOR DEBTORS

CERTIFICATE OF SERVICE

This will certify that on the 1st day of November, 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, 20th 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

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Revenue Accounting Division –
Bankruptcy Section
P.O. Box 13528
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Telecomm, Inc./Tex-Link
Communications, Inc./UniPoint
Holdings, Inc.
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Inc./UniPoint Services, Inc./nWire,
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EXHIBIT "A"

Please note our new mailing address:

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Austin, Texas 78701

809 West Avenue Austin, Texas 78701
Phone: (512) 617-5560 Fax: (512) 617-5563

November 01, 2013

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

Invoice No.12549

In Reference To: Case No. A-13-CA-00748-SS; *UPH Holdings, Inc. et al v. Sprint Nextel Corporation*; In the United States District Court for the Western District of Texas, Austin Division and Adv. Pro. No. 13-1096-TMD *UPH Holdings et al. v. Sprint Nextel Corporation*; In the United States Bankruptcy Court for the Western District of Texas, Austin Division.

Professional Services

		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/12/13	RN Review pleadings and background information.	2.20	225.00/hr	495.00
09/15/13	RN Continue review of motions and draft responses.	2.50	225.00/hr	562.50
09/16/13	RN Draft motions for substitution for bankruptcy and district court.	1.00	225.00/hr	225.00
	RN Work on response to motion to withdraw reference.	2.80	225.00/hr	630.00
09/17/13	RN Review and revise response to motion to withdraw reference.	1.30	225.00/hr	292.50
09/18/13	RN Research and analysis regarding changing deadlines.	0.70	225.00/hr	157.50
	RN Email to opposing counsel regarding change in deadlines.	0.30	225.00/hr	67.50
09/19/13	RN Make revisions to motion for filing.	0.60	225.00/hr	135.00

			<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/20/13	RN	Work on complying with necessary requirements for filings responses in district and bankruptcy court.	3.10	225.00/hr	697.50
09/23/13	RN	Revise response for motion to stay and analysis of issues for filing same.	2.50	225.00/hr	562.50
09/26/13	RN	Review brief in support of motion to withdraw.	1.50	225.00/hr	337.50
10/01/13	RN	Meeting with court clerk regarding bankruptcy filings.	1.90	225.00/hr	427.50
10/04/13	RN	Work on Brief supporting Response to Motion to Withdraw the Reference.	5.00	225.00/hr	1,125.00
10/07/13	RN	Work on Brief supporting Response to Motion to Withdraw the Reference.	2.80	225.00/hr	630.00
10/08/13	RN	Continue work on Brief in Support of Response to Motion to Withdraw Reference.	4.20	225.00/hr	945.00
10/09/13	MR	Finalize and file Brief in Support of Response to Motion to Withdraw the Reference.	0.50	95.00/hr	47.50
	RN	Make revisions to and shephardize Brief in Support of Response to Motion to Withdraw Reference.	2.30	225.00/hr	517.50
10/17/13	SD	Preparation for hearing on Defendants Motion to Withdraw Reference.	1.80	265.00/hr	477.00
10/18/13	SD	Preparation of outline for argument of Opposition to Motion to Withdraw Reference.	2.20	265.00/hr	583.00
	SD	Review of legal authorities in support of opposition to Motion to Withdraw Reference for argument.	1.90	265.00/hr	503.50
	SD	Meeting with co-counsel to prepare for court hearing on Motion to Withdraw Reference.	2.00	265.00/hr	530.00
	SD	Attending hearing on Defendant's Motion to Withdraw Reference.	1.60	265.00/hr	424.00

			<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/18/13	RN	Work on drafting response to Motion to Dismiss.	1.00	225.00/hr	225.00
10/28/13	SD	Preparation of response to Motion to Dismiss.	0.80	265.00/hr	212.00
	RN	Work on response to Motion to Dismiss.	2.30	225.00/hr	517.50
10/29/13	RN	Work on response to Motion to Dismiss and draft first amended answer.	3.00	225.00/hr	675.00
10/30/13	RN	Revise and prepare for filing Response to Motion to Dismiss and First Amended Answer.	2.20	225.00/hr	495.00
				<hr/>	<hr/>
For professional services rendered				54.00	\$12,497.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Scott DeShazo	10.30	265.00	\$2,729.50
Rachel Noffke	43.20	225.00	\$9,720.00
Marianne Ross	0.50	95.00	\$47.50
			<hr/>
Balance due			\$12,497.00
			<hr/> <hr/>