

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

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

**DEBTORS' MOTION PURSUANT TO 11 U.S.C. § 105
AND FED. R. BANKR. P. 3003(C)(3) SETTING DEADLINE FOR
REQUESTS FOR PAYMENT OF CERTAIN ADMINISTRATIVE EXPENSES,
AND APPROVING FORM, MANNER, AND SUFFICIENCY OF NOTICE THEREOF**

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

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"), and debtors-in-possession in the above-captioned Chapter 11 cases and file this their Motion Pursuant to 11 U.S.C. § 105 and FED. R. BANKR. P. 3003(c)(3) Setting

RECEIVED-FPSC
13 DEC -3 AM 9:45
COMMISSION CLERK

COM	_____
AFD	_____
APA	_____
ECO	_____
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GCL	_____
DM	_____
FEL	_____
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NG

Deadline for Requests for Payment of Certain Administrative Expenses, and Approving Form, Manner, and Sufficiency of Notice Thereof (“Motion”) and respectfully represents the following:

I. JURISDICTION AND VENUE

1. This Court has jurisdiction over the subject matter of the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. §§ 157(b)(2)(a) and (o).

2. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The relief requested in this Motion is sought pursuant to 11 U.S.C. §§ 105 and 503 of title 11 of the United States Code (“Bankruptcy Code”), Rules 2002 and 3003 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”) and Local Rule 3003(b).

II. FACTUAL BACKGROUND

4. On March 28, 2013 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors continue in possession of their property and management of its business as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108.

5. A description of the background of the Debtors and the events leading up to the filing of the voluntary petitions by the Debtors, is provided in the Declaration of J. Michael Holloway, President and Chief Executive Officer of the Debtors, in Support of their First Day Motions (“Holloway’s Declaration”) [Dckt. No. 17], which is incorporated herein by reference.

6. The Debtors are a group of affiliated entities that provide telecommunication services in a variety of contexts including voice over Internet protocol (“VoIP”), local exchange and enhanced telecommunications, and data services. Additional factual background concerning the Debtors, including their business operations and the events precipitating these Chapter 11 filings is set forth in detail in Holloway’s Declaration [Dckt. No. 17].

7. On May 14, 2013, the Court entered the Order Establishing Procedures for Filing Proofs of Claim, Deadline for § 503(b)(9) Claims, and Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof (“Claim Procedures Order”) [Dckt. No. 183]. Pursuant to the Claim Procedures Order, the Claims Bar Date (as defined therein) was July 22, 2013. Pertinent to this Motion, the Claims Procedures Order did not address in any way claims for administrative expenses against the Debtors’ estates that are the subject of the instant Motion.

8. On September 23, 2013, the Debtors filed their proposed Debtors’ Disclosure Statement in Support of Chapter 11 Plan of Reorganization (“Disclosure Statement”) [Dckt. No. 515] and their proposed Chapter 11 Plan of Reorganization (“Plan”) [Dckt. No. 516].

III. RELIEF REQUESTED

9. To facilitate the orderly and efficient administration of claims against the Debtors’ estates, particularly in the context of prosecution of their proposed Plan and proposed Disclosure Statement, the Debtors are seeking to establish an administrative claim bar date for those creditors who may believe they are entitled to an administrative expense in these Chapter 11 proceedings. To constitute an administrative expense, the claim must be an allowable claim against the Debtors for “the actual, necessary costs and expenses of preserving the estate” pursuant to § 503(b) and must have arisen or accrued after March 28, 2013 (“Administrative Expense”).

10. Imposition of the Administrative Expense Bar Date (as defined herein) will help ensure that legitimate accrued and unpaid Administrative Expenses are appropriately provided for and permit the Debtors to address contested Administrative Expense submissions. More critically, the relief requested in this Motion is necessary to ensure that the Debtors are able to determine, on a holistic, orderly, and efficient basis, the universe of potential Administrative Expenses against their estates. Such information is of great importance to the Debtors’ ability to prosecute its proposed Plan and proposed Disclosure Statement in the most streamlined manner possible.

11. Accordingly, through this Motion, the Debtors request that the Court enter an order substantially in the form of the proposed order submitted hereto as Exhibit A, (i) setting **January 13, 2014, at 5:00 p.m. (CT)** as the bar date for Administrative Expenses (“Administrative Expense Bar Date”); and (ii) approving the form manner and sufficiency of the notice that the Debtors will provide thereof. The Debtors reserve their rights to object to any asserted Administrative Expenses.

12. To permit the Debtors to identify and expeditiously resolve Administrative Expenses, the Debtors request that the Court set **January 13, 2014, at 5:00 p.m. (CT)** as the Administrative Expense Bar Date for filing requests for payment of Administrative Expenses (“Administrative Expense Requests”) accrued and unpaid since the Petition Date. The Debtors will service notice of the Administrative Expense Bar Date (“Administrative Expense Bar Date Notice”), substantially in the form attached hereto as Exhibit 1.

13. The Debtors also request that the Court order that any holder of an Administrative Expense that does not timely file an Administrative Expense Request in accordance with the Administrative Expense Bar Date shall be forever barred, estopped, and enjoined from asserting any such Administrative Expense against the Debtors or their estates, and the Debtors and their estates shall be deemed forever discharged from any and all indebtedness or liability with respect to such Administrative Expense.

14. The Debtors request that the Administrative Expense Bar Date not apply to the following types of Administrative Expenses (“Excluded Administrative Expenses”)

- (i) Administrative Expenses of professional persons, as that term is used in sections 327, 328, 330, 331, 503(b)(2) and 1103 of the Bankruptcy Code, retained pursuant to a final order of the Court;
- (ii) Administrative Expenses due to the United States Trustee for the Western District of Texas that arise under 28 U.S.C. § 1930(a)(6); and
- (iii) Any Administrative Expenses that might be asserted by the Debtors’ secured creditor, Hercules Technology II LP.

15. To facilitate the mailing of the Administrative Expense Bar Date Notice, and to provide holders of Administrative Expenses with a reasonable opportunity to prepare and file Administrative Expense Requests, the Debtors are requesting that the Court set **January 13, 2014, at 5:00 p.m. (CT)** as the Administrative Expense Bar Date. The Debtors believe such Administrative Expense Bar Date will permit sufficient mailing time for the Administrative Expense Bar Date Notice as well as provide any holders of Administrative Expenses sufficient time to prepare and file Administrative Expense Requests. Moreover, the requested Administrative Bar Date also provides necessary time for the Debtors, the Debtors' secured lender Hercules Technology II, L.P., and the Committee, to evaluate the submitted Administrative Expenses in light of the Debtors' proposed Plan and proposed Disclosure Statement.

16. The Debtors propose to provide notice of the Administrative Expense Bar Date substantially in the form attached hereto as Exhibit 1 ("Administrative Expense Bar Date Notice") no later than three (3) days following entry of the order granting this Motion, to be mailed by first class mail to (i) the United States Trustee; (ii) counsel to the Committee; (iii) the creditor matrix (including all known holders of claims or counterparties to the Debtors listed on the Debtors' Schedules and all known potential Administrative Expense holders; and (iv) all parties who have requested notice of the Debtors' bankruptcy cases (as of the date of the entry of the order granting this Motion).

IV. BASIS FOR RELIEF

17. Unlike the procedures related to the establishment of bar dates for the filing of proofs of claim, there is no advance notice requirement for the establishment of bar dates for administrative claims. *See* FED. R. BANKR. P. 2002. Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure provides, in pertinent part, that "[t]he court shall fix . . . the time within which proofs of claim or interest may be filed." Additionally, § 105(a) provides in part that "the court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." The

establishment of a bar date and the attendant consequences for failing to comply with such date are appropriate in carrying out the provisions of Title 11 as to the Debtors. The Debtors believe that the relief requested herein is a necessary step in the direction of efficient and orderly prosecution of their proposed Plan and proposed Disclosure Statement. Setting a deadline, as requested herein, for the filing of requests for payment of Administrative Expenses and thus barring untimely Administrative Expenses is necessary to quantify the aggregate dollar amount of Administrative Expenses outstanding against the Debtors. For these reasons, the Debtors believe that approval of the Motion is in the best interest of their estates and essential to the Plan process.

18. No previous motion or application for the relief sought herein has been made to this or any other court.

WHEREFORE, PREMISES CONSIDERED the Debtors respectfully request that the Court enter an order substantially in the form attached hereto as Exhibit A, establishing January 13, 2014 as the administrative claim bar date, granting the relief requested herein, and granting such other relief as is just and proper.

Dated: November 25, 2013.

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
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(512) 236-2076 – Direct Phone
(512) 691-4438 – Direct Fax
Email address: ptomasco@jw.com

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**COUNSEL FOR DEBTORS-IN-
POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that on the 25th day of November 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; I further certify that on the 26th day of November 2013, a true and correct copy of the foregoing was served 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.
6500 River Place Blvd., Bldg. 2, Suite 200
Austin, Texas 78730

Valerie Wenger
US Trustee's Office
903 San Jacinto, Room 230
Austin, Texas 78701

Official Committee of Unsecured Creditors
Craig T. Wolfe
Kristin S. Elliot
Kelley Drye & Warren LLP
101 Park Avenue
New York, New York 10178

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

/s/ Patricia B. Tomasco
Patricia B. Tomasco

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
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

**ORDER SETTING DEADLINE FOR
REQUESTS FOR PAYMENT OF CERTAIN ADMINISTRATIVE EXPENSES,
AND APPROVING FORM, MANNER, AND SUFFICIENCY OF NOTICE THEREOF**

Upon the Motion Pursuant to 11 U.S.C. § 105 and Fed. R. Bankr. P. 3003(c)(3) Setting Deadline for Requests for Payment of Certain Administrative Expenses, and Approving Form, Manner, and Sufficiency of Notice Thereof (“Motion”) filed by the above-captioned Debtors (“Debtors”), all as more fully set forth in the Motion; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the

Debtors' estates, their creditors, and other parties in interest; and the Debtors having provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

2. Except as otherwise provided herein, all persons (as defined in § 101(14) of the Bankruptcy Code and entities (as defined in § 101(15) of the Bankruptcy Code), including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts (each such persons and entities, an "Entity," and collectively, the "Entities") that assert any claim against the Debtors for "the actual, necessary costs and expenses of preserving the estate" pursuant to 11 U.S.C. § 503(b) ("Administrative Expense") shall file an Administrative Expense Request in Writing so as to be actually received on or before **January 13, 2014, at 5:00 p.m. (CT)** ("Administrative Expense Bar Date").

3. The holders of the following types of claims ("Excluded Administrative Expenses") are not required to file Administrative Expense Requests on or before the Administrative Expense Bar Date:

- (i) Administrative Expenses of professional persons, as that term is used in sections 327, 328, 330, 331, 503(b)(2) and 1103 of the Bankruptcy Code, retained pursuant to a final order of the Court;
- (ii) Administrative Expenses held by the United States Trustee for the Western District of Texas that arise under 28 U.S.C. § 1930(a)(6); and
- (iii) Any Administrative Expenses that might be asserted by the Debtors' secured creditor, Hercules Technology II L.P.

4. Any holder of a claim for Administrative Expense against the Debtors that is required, but does not file an Administrative Expense Request on or before the Administrative Expense Bar Date shall (i) be forever barred, estopped, and enjoined from asserting any Administrative Expense against the Debtors or the Debtors' estate, and the Debtors and the Debtors' estates shall be deemed forever discharged from any and all indebtedness or liability with respect to such Administrative Expense and (ii) not be entitled to receive further notices regarding such Administrative Expenses.

5. The notice, substantially in the form of the Administrative Expense Bar Date Notice attached hereto as Exhibit 1, is approved and shall be deemed adequate and sufficient notice if served, by first-class mail, postage prepaid, no later than three (3) days following entry of this Order and mailed by first class mail to (i) the United States Trustee; (ii) counsel to the Creditors' Committee; (iii) the creditor matrix (including, all known holders of claims or counterparties to the Debtors listed on the Schedules and all known potential Administrative Expense holders); and (iv) all parties who have requested notice of the Debtors' cases (as of the date of entry of the Order granting this Motion).

6. An Administrative Expense shall be deemed timely filed only if it is actually received by counsel for the Debtors, on or before 5:00 p.m. (CT) on January 13, 2014, by hand delivery, overnight mail, air courier service, or first-class mail to:

**Patricia Baron Tomasco
Jennifer F. Wertz
Jackson Walker LLP
100 Congress Avenue, Suite 1100
Austin, Texas 78701**

7. Administrative Expense Requests sent by facsimile, telecopy, or electronic transmission will not be accepted.

8. Nothing in this Order shall, or shall be deemed to, prejudice the Debtors' or any other party's right to object to any Administrative Expense on any ground, or to dispute, or to assert offsets against or defenses to, any Administrative Expense as to amount, liability, classification, priority or otherwise, and to subsequently designate any claim or interest as disputed, contingent, or unliquidated.

“Administrative Expense Bar Date Order”), establishing (i) **January 13, 2014, at 5:00 p.m. (Central Time)** (“Administrative Expense Bar Date”) as the last date and time for each person or entity (including, without limitation, each person, individual, partnership, joint venture, corporation, estate, trust, and governmental unit) that asserts an administrative expense (“Administrative Expense”) to file against the Debtors a request for payment of such Administrative Expense (“Administrative Expense Request”).

The Administrative Expense Bar Date and Administrative Expense procedures set forth below apply to all Administrative Expenses against the Debtors that arose AFTER March 28, 2013 (“Petition Date”), the date on which the Debtor commenced its case under Chapter 11 of Title 11 of the United States Code (“Bankruptcy Code”). Certain Administrative Expenses, defined herein as “Excluded Administrative Expenses” are not subject to the Administrative Expense Bar Date. Accordingly, holders of Excluded Administrative Expenses are not required to file Administrative Expense Requests at this time.

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE
DOES NOT NECESSARILY MEAN THAT YOU HAVE AN
ADMINISTRATIVE EXPENSE OR THAT THE DEBTORS OR
THE COURT BELIEVE THAT YOU HAVE AN
ADMINISTRATIVE EXPENSE.**

Pursuant to the Bankruptcy Code, an Administrative Expense is an unsecured claim for “the actual, necessary costs and expenses of preserving the estate.” 11 U.S.C. § 503(b). Only claims against the Debtors that arise or accrue AFTER the Petition Date may potentially qualify as an Administrative Expense. If your claim arose PRIOR to the Petition Date, such claim is not an Administrative Expense, and therefore, you should not file an Administrative Expense Request in connection with the Administrative Expense Bar Date. If you have filed an Administrative Expense already in these cases, you do not need to file a second Administrative Expense for the same claim.

A. Who Must File an Administrative Expense Request?

You MUST file an Administrative Expense Request form to share in any distributions from the Debtors’ bankruptcy estates with respect to that Administrative Expense, if your Administrative Expense arose or accrued from and after the Petition Date, and your Administrative Expense is not an Excluded Administrative Expense as discussed herein. Administrative Expenses based on acts or omissions of the Debtors that occurred after the Petition Date must be filed on or prior to the Administrative Expense Bar Date, even if such Administrative Expenses are not now fixed, liquidated, or certain, or did not mature or become fixed, liquidated, or certain, or did not mature, or become fixed, liquidated, or certain before the Administrative Expense Bar Date.

B. Who Does Not Need to File an Administrative Request Form at this Time?

If you hold either (i) an Administrative Expense of professional persons, as that term is used in sections 327, 3278, 330, 331, 503(b)(2) or 1103 of the Bankruptcy Code, retained pursuant to a final order of the Bankruptcy Court; (ii) Administrative Expenses held by the United States Trustee for the Western District of Texas that arise under 28 U.S.C. § 1930(a)(6); and (iii) any Administrative Expenses that might be asserted by the Debtors’ secured creditor, Hercules Technology II LP; (together “Excluded Administrative Expense”).

C. What to File

All Administrative Expense Request forms must be signed by the creditor or by an authorized agent of the creditor. Administrative Expense Requests must be written in English and denominated in United States currency. You should attach to your completed Administrative Expense Request form copies of any documents on which the Administrative Expense is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

D. When and Where to File

All Administrative Expense Requests must be filed so as to be received on or before **January 13, 2014, at 5:00 p.m. (CT)**, by hand delivery, overnight mail, air courier service, or first-class mail to:

Counsel for the Debtors
Patricia Baron Tomasco
Jennifer F. Wertz
Jackson Walker, L.L.P.
100 Congress Avenue, Suite 1100
Austin, Texas 78701

ANY ADMINISTRATIVE EXPENSE REQUEST FILED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED AND WILL NOT BE DEEMED TIMELY FILED.

THIS NOTICE IS BEING SENT TO MANY ENTITIES THAT HAVE HAD SOME RELATIONSHIP WITH OR HAVE DONE BUSINESS WITH THE DEBTORS BUT MAY NOT HAVE AN ADMINISTRATIVE EXPENSE CLAIM AGAINST ANY OF THE DEBTORS. THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE AN ADMINISTRATIVE EXPENSE CLAIM, OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE ANY CLAIM AGAINST ANY OF THE DEBTORS.

E. Consequences of Failure to File a Proof of Claim by the Bar Date

ANY HOLDER OF AN ADMINISTRATIVE EXPENSE THAT IS REQUIRED, BUT DOES NOT FILE AN ADMINISTRATIVE EXPENSE REQUEST IN ACCORDANCE WITH THE ADMINISTRATIVE EXPENSE BAR DATE SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING ANY SUCH ADMINISTRATIVE EXPENSE AGAINST THE DEBTORS OR THE DEBTORS' ESTATES AND THE DEBTORS AND THEIR ESTATES SHALL BE DEEMED FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH ADMINISTRATIVE EXPENSE, AND SUCH HOLDER SHALL NOT BE PERMITTED TO PARTICIPATE IN ANY DISTRIBUTION IN THESE CASES ON ACCOUNT OF SUCH CLAIM OR TO RECEIVE FURTHER NOTICES REGARDING SUCH ADMINISTRATIVE EXPENSE OR WITH RESPECT TO THE DEBTORS' CHAPTER 11 CASE.

Date: ____, 2013

Respectfully submitted,

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Austin, Texas 78701
(512) 236-2000
(512) 691-4438- Fax

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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
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Washington, DC 20036-5339

FPL FiberNet LLC
TJ412-01-0-R
ATTN: FISCAL SERVICES
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

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Austin, Texas 78701

Internal Revenue Service
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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

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

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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Austin, Texas 78730

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Richard E. Mikels
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**ORDER SETTING DEADLINE FOR REQUESTS
FOR PAYMENT OF CERTAIN ADMINISTRATIVE EXPENSES,
AND APPROVING FORM, MANNER, AND SUFFICIENCY OF NOTICE THEREOF**

Upon the Motion Pursuant to 11 U.S.C. § 105 and Fed. R. Bankr. P. 3003(c)(3) Setting Deadline for Requests for Payment of Certain Administrative Expenses, and Approving Form, Manner, and Sufficiency of Notice Thereof (“Motion”) filed by the above-captioned Debtors (“Debtors”), all as more fully set forth in the Motion; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Debtors having provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Except as otherwise provided herein, all persons (as defined in § 101(14) of the Bankruptcy Code and entities (as defined in § 101(15) of the Bankruptcy Code), including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts (each such persons and entities, an “Entity,” and collectively, the “Entities”) that assert any claim against the Debtors for “the actual, necessary costs and expenses of preserving the estate” pursuant to 11 U.S.C. § 503(b) (“Administrative Expense”) shall file an Administrative Expense Request in Writing so as to be actually received on or before **January 13, 2014, at 5:00 p.m. (CST)** (“Administrative Expense Bar Date”).

3. The holders of the following types of claims (“Excluded Administrative Expenses”) are not required to file Administrative Expense Requests on or before the Administrative Expense Bar Date:

- (i) Administrative Expenses of professional persons, as that term is used in sections 327, 328, 330, 331, 503(b)(2) and 1103 of the Bankruptcy Code, retained pursuant to a final order of the Court;
- (ii) Administrative Expenses held by the United States Trustee for the Western District of Texas that arise under 28 U.S.C. § 1930(a)(6); and
- (iii) Any Administrative Expenses that might be asserted by the Debtors’ secured creditor, Hercules Technology II L.P.

4. Any holder of a claim for Administrative Expense against the Debtors that is required, but does not file an Administrative Expense Request on or before the Administrative Expense Bar Date shall (i) be forever barred, estopped, and enjoined from asserting any Administrative Expense against the Debtors or the Debtors’ estate, and the Debtors and the Debtors’ estates shall be deemed forever discharged from any and all indebtedness or liability with respect to such Administrative Expense and (ii) not be entitled to receive further notices regarding such Administrative Expenses.

5. The notice, substantially in the form of the Administrative Expense Bar Date Notice attached hereto as Exhibit 1, is approved and shall be deemed adequate and sufficient notice if served, by first-class mail, postage prepaid, no later than three (3) days following entry of this Order and mailed by first class mail to (i) the United States Trustee; (ii) counsel to the Creditors’ Committee; (iii) the creditor matrix (including, all known holders of claims or counterparties to the Debtors listed on the Schedules and all known potential Administrative Expense holders); and (iv) all parties who have requested notice of the Debtors’ cases (as of the date of entry of the Order granting this Motion).

6. An Administrative Expense shall be deemed timely filed only if it is actually received by counsel for the Debtors, on or before 5:00 p.m. (CT) on January 13, 2014, by hand delivery, overnight mail, air courier service, or first-class mail to:

**Patricia Baron Tomasco
Jennifer F. Wertz
Jackson Walker LLP
100 Congress Avenue, Suite 1100
Austin, Texas 78701**

7. Administrative Expense Requests sent by facsimile, telecopy, or electronic transmission will not be accepted.

8. Nothing in this Order shall, or shall be deemed to, prejudice the Debtors' or any other party's right to object to any Administrative Expense on any ground, or to dispute, or to assert offsets against or defenses to, any Administrative Expense as to amount, liability, classification, priority or otherwise, and to subsequently designate any claim or interest as disputed, contingent, or unliquidated.

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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
	§	
	§	
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

AGREED MOTION FOR CONTINUANCE OF HEARING ON APPROVAL OF DEBTORS' DISCLOSURE STATEMENT

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

COMES NOW UPH Holdings, Inc., ("UPH"), Pac-West Telecomm, Inc., ("Pac-West"), Tex-Link Communications, Inc. ("Tex-Link") UniPoint Holdings, Inc. ("UniPoint Holdings"), UniPoint Enhanced Services, Inc. ("UniPoint Enhanced Services"), UniPoint Services, Inc., ("UniPoint Services"), nWire, LLC ("nWire"), and Peering Partners Communications, LLC ("Peering Partners") (collectively the "Debtors"), the Debtors-In-Possession in this case, and pursuant to FED. R. BANKR. PRO. 9006(b)(1), files their Agreed Motion for Continuance of the Hearing on Approval of Disclosure Statement currently set for December 12, 2013 (the "Motion"). In support of this Motion, the Debtors state as follows:

I. BACKGROUND

1. On March 25, 2013 (“Petition Date”), the Debtors filed their voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. § 101, et. seq. (as amended, the “Bankruptcy Code”). The Debtors continue to operate as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

2. On April 15, 2013, the Committee of Unsecured Creditors (“Committee”) [Dckt. No. 91] was appointed.

3. The Debtors are a group of affiliated entities that provide telecommunication services in a variety of contexts including voice over Internet protocol (“VoIP”), local exchange and enhanced telecommunications, and data services.

4. On September 23, 2013, the Debtors filed their proposed Chapter 11 Plan of Reorganization (“Plan”) [Dckt. No. 516] and their proposed Disclosure Statement in Support of Chapter 11 Plan of Reorganization (“Disclosure Statement”) [Dckt. No. 515]. A hearing on approval of the Disclosure Statement is currently set for December 12, 2013.

5. On October 24, 2013, the Court entered the Order Granting Agreed Motion for Continuance of Hearing on Approval of Debtors’ Disclosure Statement [Dckt. No. 576], continuing the original setting on approval of the Disclosure Statement to December 12, 2013. Since then, the Debtors have continued to be in communication with Hercules Technology II, L.P. (“Hercules”), their secured lender, as well as with the Committee, about the Debtors’ proposed Plan and proposed Disclosure Statement, and such communication is ongoing. To foster further resolution concerning the Debtors’ proposed Plan and proposed Disclosure Statement and to permit the parties to continue their negotiations concerning same, the Debtors and the Committee request that the hearing on approval of the Disclosure Statement be continued for at least sixty days. Good cause therefore exists for the requested continuance, which is not sought for delay, but rather, that justice may be done.