

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	§	
	§	
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	§	

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COMMISSION CLERK

**DEBTORS' MOTION FOR AN ORDER (I) APPROVING
DISCLOSURE STATEMENT; (II) APPROVAL OF FORM OF BALLOT;
AND (III) SETTING SOLICITATION, VOTING AND CONFIRMATION DEADLINES**

TO THE HONORABLE U.S. BANKRUPTCY JUDGE TONY M. DAVIS:

COME NOW UPH Holdings, Inc., ("UPH"), Pac-West Telecom, Inc., ("Pac-West"),
Tex-Link Communications, Inc. ("Tex-Link"), UniPoint Holdings, Inc. ("UniPoint Holdings"),
UniPoint Enhanced Services, Inc. ("UniPoint Enhanced"), UniPoint Services, Inc., ("UniPoint"),
nWire, LLC ("nWire"), and Peering Partners Communications, LLC ("Peering Partners")
(collectively the "Debtors"), by and through their proposed, undersigned counsel, and file this,
their Debtors' Motion for an Order (I) Approving Disclosure Statement; (II) Approval of Form
of Ballot; and (III) Setting Solicitation, Voting and Confirmation Deadlines ("Motion") and
would show the Court as follows:

COM	_____
AFD	_____
APA	_____
ECO	_____
ENG	_____
GCL	_____
IDM	_____
TEL	_____
CLK	NG

I. JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2)(A), (N) and (O). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The Court has the authority to enter the requested relief under Bankruptcy Code § 105 and Bankruptcy Rule 2002.

II. BACKGROUND

2. On March 28, 2013 (“Petition Date”), the Debtors filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 *et. seq.* (the “Bankruptcy Code”). Pursuant to Bankruptcy Code §§ 1107(a) and 1108, the Debtors are managing their affairs as debtors-in-possession.

3. On February 7, 2014, the Debtors filed their proposed First Amended Disclosure Statement (“Disclosure Statement”) [Dkt. No. 736] and First Amended Plan of Reorganization (“Plan”) [Dkt. No. 737]. Under the Debtors’ proposed Plan, the Debtors propose seven classes. The Proposed Plan contains two (2) classes of secured claims, and one class of general unsecured claims. The Debtor’s proposed Plan provides for payment in full of administrative and priority claims, and also provides that unsecured creditors holding allowed claims will receive its pro rata share of distributable cash on their allowed claims. There are five impaired classes under the Debtor’s proposed Plan.

4. The Debtor’s proposed Plan is also consistent with and implements an agreement between Hercules Technology II, L.P. (“Hercules”) and the Unsecured Creditors’ Committee (“Committee”) as to the treatment of Hercules’s claim following the sale (“TCNI Sale”) of a substantial portion of the Debtors’ assets to TCNI Operating Company, LLC (“TCNI”) pursuant to the Asset Purchase Agreement (“APA”) referenced in, and terms of, the Order Regarding Motion for Entry of Orders (I) Approving Procedures and Providing Certain Protections and (II)

Approving and Authorizing the (A) Sale of Substantially All of the Debtors' Assets, (B) the Payment of the Net Proceeds of Sale to Hercules Technology II, L.P., and (C) the Assumption and Assignment of Certain Executory Contracts and Leases ("TNCI Sale Order"). In addition, the Debtors' proposed Plan provides that existing equity interests in the Debtors will be canceled.

III. RELIEF REQUESTED AND SUPPORTING AUTHORITIES

a) Approval of Disclosure Statement

5. Before the Debtors can solicit votes on the Plan, the Court must approve a disclosure statement "as containing adequate information." 11 U.S.C. § 1125(b). "Adequate information" in this context is statutorily defined as:

information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor's books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan, but adequate information need not include such information about any other possible or proposed plan and in determining whether a disclosure statement provides adequate information, the court shall consider the complexity of the case, the benefit of additional information to creditors and other parties in interest, and the cost of providing additional information.

§ 1125(a)(1).

6. Among other things, the Disclosure Statement contains: (i) a summary of the proposed Plan; (ii) necessary disclosures; (iii) a detailed history of the Debtors and the reasons for the Bankruptcy Case; (iv) a description of significant postpetition events; (v) a liquidation analysis; (vi) a discussion of risks under the proposed Plan; and (vii) a discussion of alternatives to the proposed Plan. The Disclosure Statement is subject to amendment to address objections as well as to reflect the latest information available. The Debtors believe that the Disclosure

Statement contains “adequate information” as required by the Bankruptcy Code, and that it should be approved by the Court.

b) Deadlines and Voting Procedures

7. As part of this Motion, and to be discussed at the hearing on this Motion, the Debtors request that the Court enter an order providing for a voting deadline and the approval of the form of ballots. Based on a proposed confirmation hearing during the week of March 18, 2014, the Debtors propose that the Court set March 10, 2014 as the deadline for voting and objecting to the Plan and set hearing to consider confirmation of the Plan for March 21, 2014.

c) Solicitation Procedures

8. Debtors’ propose to mail solicitation materials by February 14, 2014, and provide for facsimile or email transmittal of ballots.

d) Approval of the Ballot

9. The Debtors hereby request that the form of ballot (the “Ballot”) attached hereto as **Exhibit A** to this Motion be approved.

WHEREFORE, the Debtors respectfully request that the Court enter an order (a) approving the Disclosure Statement, (b) setting a hearing on confirmation of the Debtors’ proposed Plan of Reorganization, (c) setting a deadline for objections on the Debtors’ proposed Plan of Reorganization, and (d) granting such other and further relief as the Court may deem just and proper.

Dated: February 10, 2014.

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
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Email address: jwertz@jw.com

COUNSEL FOR THE DEBTORS

CERTIFICATE OF SERVICE

I hereby certify that on the 10th day of February, 2014, a true and correct copy of the foregoing has been served electronically through the Court's ECF/PACER system upon all parties receiving notice via the Court's ECF/PACER system, or via first class mail to all parties on the attached service list.

/s/ Patricia B. Tomasco
Patricia B. Tomasco

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6500 RIVER PL. BLVD., BLDG. 2, # 200	§	
AUSTIN, TEXAS 78730	§	

**CLASS ____ BALLOT FOR ACCEPTING OR REJECTING
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

Address:

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”) filed a plan of reorganization (the “Plan”) in this case. The Court has approved a disclosure statement with respect to the Plan (“Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have the Disclosure Statement, you may obtain a copy from counsel for the Debtors, Patricia B. Tomasco, JACKSON WALKER L.L.P., 100 Congress Ave., Suite 1100, Austin, Texas 78701, (512) 236-2076 – Direct Phone, (512) 691-4438 – Direct Fax. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your [claim] [equity interest] has been placed in class [] under the Plan. If you hold claims or

equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Patricia B. Tomasco, JACKSON WALKER L.L.P., 100 Congress Ave., Suite 1100, Austin, Texas 78701, (512) 691-4438 (Fax), ptomasco@jw.com, on or before March 10, 2014, at 5:00 p.m. (Central Time), and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class _____ claim against one of the Debtors in the unpaid amount of Dollars (\$_____)

Item 1. Votes: Indicate your vote to accept or reject the Plan.

<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Class _____	<input type="checkbox"/>	<input type="checkbox"/>

Item 2. Creditor Information and Signature. By signing this Ballot, the undersigned acknowledges receipt of the Plan and the Disclosure Statement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct and that I have authority under applicable law to cast this Ballot.

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT TO:

Patricia B. Tomasco
JACKSON WALKER L.L.P.
100 Congress Ave., Suite 1100
Austin, TX 78701
(512) 691-4438 (Fax)
ptomasco@jw.com

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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

**ORDER (A) APPROVING THE FIRST AMENDED DISCLOSURE STATEMENT,
(B) SCHEDULING A HEARING TO CONSIDER CONFIRMATION OF THE FIRST
AMENDED PLAN, (C) ESTABLISHING VOTING AND OBJECTION DEADLINES,
AND (D) APPROVING FORMS OF BALLOTS AND SOLICITATION PROCEDURES**

On February 10, 2014, the Court conducted a hearing on approval of the First Amended Disclosure Statement filed by 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”), UniPoint Services, Inc., (“UniPoint”), nWire, LLC (“nWire”), and Peering Partners Communications, LLC (“Peering Partners”), the above-captioned Debtors and debtors-in-possession. On February 10, 2014, the Debtors filed their Motion for an Order (I) Approving Disclosure Statement; (II) Approving Form of Ballot; and (III) Setting Solicitation, Voting, and Confirmation Deadlines (“Motion”). In the Motion, the Debtors requested approval of the First Amended Disclosure Statement (“Disclosure Statement”) [Dckt. No. 736] pursuant to 11 U.S.C. § 1125 and approval of their proposed solicitation procedures for the First Amended Chapter 11 Plan of Reorganization (“Plan”) [Dckt. No. 737].

The Court, having considered the Disclosure Statement, and it appearing that proper and adequate notice of the Disclosure Statement hearing having been given, and that no other or further notice is necessary; it is hereby ORDERED that:

1. Pursuant to Rule 3017(b) of the Federal Rules of Bankruptcy Procedure, the Disclosure Statement is approved as containing adequate information within the meaning of § 1125 of the Bankruptcy Code. All objections to the Disclosure Statement are hereby overruled to the extent not withdrawn, settled, or otherwise resolved.

2. Confirmation Hearing Date. The hearing (the “Confirmation Hearing”) to consider confirmation of the Plan shall commence on March 21, 2014, at 1:30 p.m. (Central Daylight Time). The Debtor’s exclusivity period for obtaining acceptance of the Plan is hereby extended through the date of the Confirmation Hearing. The Confirmation Hearing may be adjourned in open court without further notice.

3. Voting Record Date. The date of the entry of this Order shall be the record date (the “Voting Record Date”) for determining (a) which creditors and equity interest holders are entitled to receive solicitation materials and other notices required by the solicitation procedures approved by this Court and (b) which creditors and equity interest holders are entitled to vote to accept or to reject the Plan, notwithstanding anything to the contrary in the Federal Rules of Bankruptcy Procedure.

4. Voting Deadline. March 10, 2014 at 5:00 p.m. (Central Daylight Time) shall be the deadline (the "Voting Deadline") for the receipt of completed and duly-executed Ballots by counsel for the Debtors. Ballots must be delivered so that they are actually received by the Debtors no later than March 10, 2014 at 5:00 p.m. (Central Daylight Time) in order for them to be deemed timely and counted. Ballots may be delivered by mail to counsel for the Debtors, Patricia B. Tomasco, Jackson Walker LLP, 100 Congress Avenue, Suite 1100, Austin, Texas, 78701. At the Debtors' discretion, the Voting Deadline may be extended, and/or untimely submitted ballots may be deemed timely and counted.

5. Objection Deadline. March 10, 2014 at 5:00 p.m. (Central Daylight Time) shall be the deadline (the "Objection Deadline") for objecting to confirmation of the Plan. Any such objections must (a) be in writing; (b) state with particularity the grounds (including legal authorities and any supporting briefs) for the objection, identifying the specific section and/or text of the Plan to which the objection is focused; and (c) be filed with the Clerk of the Court and served on the following parties (the "Plan Notice Parties") by no later than March 10, 2014 at 5:00 p.m. (Central Daylight Time): counsel for the Debtors, Patricia B. Tomasco, Jackson Walker LLP, 100 Congress Avenue, Suite 1100, Austin, Texas, 78701; and counsel for the United States Trustee, Valerie Wenger, 903 San Jacinto Blvd., Room 230, Austin, Texas, 78701. Untimely objections may be overruled by the Court.

6. Ballot Summary. The Debtors shall file a ballot summary by no later than March 18, 2014 at 5:00 p.m. (Central Daylight Time).

7. The Debtors shall mail the following solicitation materials (collectively, the "Solicitation Package") by no later than February 14, 2014, to each of the record holders of claims and equity interests in the Debtors, determined as of the Voting Record Date:

- a. The approved Disclosure Statement (with all exhibits, including the Plan) in CD-ROM form;
- b. This Order in CD-ROM form;
- c. A ballot appropriate for the specific creditor or equity interest holder, in the form of the ballot attached hereto as Exhibit 1 (the "Ballot"), which is hereby approved; and
- d. A pre-addressed return envelope for use in returning the ballot to the Debtors (the "Return Envelope").

8. Holders of claims of unimpaired classes under the Plan need not be provided Ballots or Return Envelopes, as they are deemed to have accepted the Plan pursuant to §1126(f) of the Bankruptcy Code. Holders of claims that will not receive or retain any property under the Plan need not be provided Ballots or Return Envelopes, as they are deemed to have rejected the Plan pursuant to § 1126(g) of the Bankruptcy Code. Holders of claims or equity interests that have been (a) disallowed, (b) withdrawn or otherwise expunged, or (c) listed on the Debtors' Schedules as zero or as disputed, contingent, or unliquidated and for which a proof of claim or equity interest has not been filed shall receive Solicitation Packages, but need not be provided Ballots or Return Envelopes, as they are not entitled to vote on the Plan.

9. Compliance with the foregoing means of transmitting Solicitation Packages constitutes adequate and proper notice of the Confirmation Hearing and Objection Deadline, pursuant to Rules 2002 and 3017 of the Federal Rules of Bankruptcy Procedure, including without limitation Rule 2002(p) of the Federal Rules of Bankruptcy Procedure.

10. The following procedures (the "Voting Procedures") shall be followed with respect to the tabulation of votes on the Plan:

i. *Creditors Entitled to Vote*

11. Any Creditor¹ of the Debtors whose Claim is impaired under the Plan is entitled to vote if either (i) the Claim has been listed in the Schedules of Assets and Liabilities (and the Claim is not scheduled as zero or as disputed, contingent, or unliquidated or has been superseded by a timely-filed proof of claim) or (ii) the Creditor has filed a proof of claim on or before any deadline set by this Court for such filings. Any holder of a Claim as to which an objection has been filed (and such objection is still pending) is not entitled to vote, unless this Court (on motion by a party whose Claim is subject to an objection), temporarily allows the Claim in an amount that it deems proper for the purpose of accepting or rejecting the Plan pursuant to the procedures described in this Order. In addition, a vote may be disregarded if this Court determines that the acceptance or rejection was not solicited or procured in good faith or in accordance with the applicable provisions of the Bankruptcy Code.

ii. *Bar Dates for Filing Proofs of Claim and Proofs of Interest*

12. This Court established July 22, 2013, as the deadline to file proofs of claim in the Debtors' Bankruptcy Case.

iii. *Information on Voting and Ballots*

a. *Ballot Tabulation Procedures*

13. For purposes of voting on the Plan, the amount and classification of a Claim and the procedures that will be used to tabulate acceptances and rejections of the Plan shall be exclusively as follows:

a. If no proof of claim has been timely filed, the voted amount of a Claim shall be equal to the amount (i) listed for the particular Claim in the Schedules of Assets and Liabilities to the extent such Claim is not listed in the amount of \$0 or as contingent, unliquidated, or disputed or (ii) deemed Allowed pursuant to the Plan, and the Claim shall be placed in the appropriate Class, based on the Debtors' records and consistent with the Schedules of Assets and Liabilities;

b. If a proof of claim has been timely filed, and has not been objected to before the expiration of the Voting Deadline, the voted amount of that Claim shall be as specified in the proof of claim filed with the Clerk of the Bankruptcy Court;

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Plan.

c. If a filed proof of claim asserts a Claim in a partially undetermined or unliquidated amount, then such Claim shall be allowed for voting purposes only in the amount of the known or liquidated claim;

d. If (i) a proof of claim was filed after the applicable bar date, (ii) the creditor did not obtain leave to file such late Claim and (iii) the proof of claim is not docketed in the Bankruptcy Court's claims registry as of the Voting Record Date as an amendment of a timely-filed Claim, then such Claim shall be disallowed for voting purposes;

e. If a claim listed in the Schedules of Assets and Liabilities has been superseded by a timely-filed proof of claim, the scheduled claim is deemed superseded in accordance with Rule 3003(c)(4) of the Federal Rules of Bankruptcy Procedures and the filed Claim shall control for voting purposes;

f. Subject to subparagraph (h) below, a Claim that is the subject of an objection filed before the Voting Deadline shall be disallowed for voting purposes, except to the extent and in the manner that the Debtors indicate in their objection that the Claim should be allowed for voting or other purposes;

g. If a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, the voted amount and classification shall be that set by the Bankruptcy Court;

h. If a Claim is allowed pursuant to a Court-approved settlement on or before the Voting Deadline, then such Claim will be entitled to vote on the Plan in accordance with the terms of such settlement;

i. If a Creditor or its authorized representative did not use the Ballot provided by the Debtors, the Official Ballot Form authorized under the Federal Rules of Bankruptcy Procedure, or a substantially similar form of ballot, such Ballot will not be counted;

j. If the Ballot is not received by the Debtors on or before the Voting Deadline at the place fixed by the Bankruptcy Court, the Ballot will not be counted;

k. If the Ballot is not signed by the Creditor or its authorized representative, the Ballot will not be counted;

l. If the Ballot is illegible or contains insufficient information to permit identification of the Creditor, the Ballot will not be counted;

m. A holder of Claims in more than one Class must use a separate Ballot for each Class of Claims entitled to vote;

n. A Creditor shall be deemed to have voted the full amount of its Claims in each Class and shall not be entitled to split its vote within a Class;

o. If the individual or institution casting the Ballot (whether directly or as a representative) was not the holder of a Claim on the Voting Record Date, the Ballot will not be counted;

p. If the Creditor or its authorized representative did not check one of the boxes indicating acceptance or rejection of the Plan, or checked both such boxes, the Ballot will not be counted;

q. If multiple Ballots are received from different parties purporting to hold the same Claim, in the absence of contrary information establishing which party held such Claim as of the Voting Record Date, the last Ballot received prior to the Voting Record Date shall be the Ballot that is counted;

r. Whenever a Creditor (or its authorized representative) submits more than one Ballot voting the same Claim(s) before the applicable deadline for submission of Ballots, except as otherwise directed by the Bankruptcy Court after notice and a hearing, the last such Ballot shall be deemed to reflect the voter's intent and shall supersede any prior Ballots.

b. *Execution of Ballots by Representatives*

14. If a Ballot is signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations, or others acting in a fiduciary or representative capacity, such persons must indicate their capacity when signing and, at the Debtors' request, must submit proper evidence satisfactory to the Debtors of their authority to so act.

c. *Waivers of Defects and Other Irregularities Regarding Ballots*

15. The Debtors shall be entitled to waive any defects or irregularities or conditions of delivery as to any particular Ballot. Unless waived, any defects or irregularities in connection with deliveries of Ballots must be cured within such time as the Debtors (or ultimately this Court) determines. Neither the Debtors nor any other Person will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots, nor will any of them incur any liability for failure to provide such notification. The Debtors will indicate on the ballot summary the Ballots, if any, that were not counted, and will provide the original of such Ballots with the original of the ballot summary to be submitted at the Confirmation Hearing. The Court will review the ballot summary and any questions concerning the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots will be determined by the Court. Unless otherwise directed by this Court, delivery of Ballots with defects or irregularities will not be deemed to have been made until any irregularities have been cured or waived. Unless otherwise directed by this Court, Ballots previously furnished, and as to which any irregularities have not subsequently been cured or waived, will be invalidated.

d. *Withdrawal of Ballots and Revocation*

16. Any holder of a Claim (or its authorized representative) in an impaired Class who has delivered a valid Ballot for the acceptance or rejection of the Plan may withdraw such acceptance or rejection by delivering a written notice of withdrawal to counsel for the Debtors at any time before the Voting Deadline.

17. To be valid, a notice of withdrawal must:
- contain a description of the Claims to which it relates and the aggregate principal amount or number of shares represented by such Claims;
 - be signed by the Creditor (or its authorized representative) in the same manner as the Ballot; and
 - be received by counsel for the Debtors in a timely manner at the addresses set forth in this Disclosure Statement for the submission of Ballots.
18. The Debtors shall be entitled to contest the validity of any such withdrawals of Ballots.
19. Unless otherwise directed by this Court, a purported notice of withdrawal of Ballots that is not received in a timely manner by the Debtor will not be effective to withdraw a previously furnished Ballot.
20. Any Creditor (or its authorized representative) who has previously submitted a properly completed Ballot before the Voting Deadline may revoke such Ballot and change its vote by submitting before the Voting Deadline a subsequent, properly completed Ballot for acceptance or rejection of the Plan.
21. With respect to any objections to claims that the Debtors intend to file prior to the Confirmation Hearing (the "Claim Objections"), the Debtors shall file such Claim Objections no later than February 28, 2014 by mail and if available by e-mail or facsimile. The Court will conduct a hearing on March 14, 2014 at 1:30 p.m. (Central Daylight Time) to consider temporary allowance of such claims for voting purposes. Each Claim Objection shall contain the following notice:

As a result of this objection, you are not entitled to vote to accept or reject the First Amended Chapter Plan of Reorganization of the Debtor (the "Plan") unless the Bankruptcy Court temporarily allows your claim in an amount that the Bankruptcy Court deems proper for the purpose of accepting or rejecting the Plan. If you wish to request temporary allowance of your claim for voting purposes, you must notify the Debtors' counsel in writing no later than March 4, 2014. Such notice must include: (a) the amount of your claim; (b) a statement describing why your claim should be allowed for voting purposes; (c) copies of all documentation supporting your claim; and (d) the names, addresses, and telephone numbers of any persons with knowledge of your claim and the names, addresses and telephone numbers for witnesses you intend to produce in support of your claim. You are not required to file a motion. In the event that the Debtors object to the allowance of your claim for voting purposes, you must cooperate in reasonable discovery including the production of documents and persons for deposition. The parties shall complete discovery no later than March 10, 2014, with any depositions to be conducted in person,

by phone, or video-conference in Austin, Texas, or such other location as the parties may agree.

The Bankruptcy Court will conduct a hearing on March 14, 2014 at 1:30 p.m. (Central Daylight Time). (Central Daylight Time) in Courtroom 1, Homer Thornberry Judicial Building, 903 San Jacinto, Austin, Texas 78701, to consider temporary allowance of claims for voting purposes. You or your counsel and any witnesses must attend the hearing in person, otherwise the Bankruptcy Court may not allow your claim for voting purposes.

###

Order prepared and is being submitted by:

JACKSON WALKER, L.L.P.
Patricia B. Tomasco
State Bar No. 01797600
Jennifer F. Wertz
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Austin, Texas 78701
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AUSTIN, TEXAS 78730	§	

**CLASS ____ BALLOT FOR ACCEPTING OR REJECTING
FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

Address:

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”) filed a plan of reorganization (the “Plan”) in this case. The Court has approved a disclosure statement with respect to the Plan (“Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have the Disclosure Statement, you may obtain a copy from counsel for the Debtors, Patricia B. Tomasco, JACKSON WALKER L.L.P., 100 Congress Ave., Suite 1100, Austin, Texas 78701, (512) 236-2076 – Direct Phone, (512) 691-4438 – Direct Fax. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your [claim] [equity interest] has been placed in class [] under the Plan. If you hold claims or

equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Patricia B. Tomasco, JACKSON WALKER L.L.P., 100 Congress Ave., Suite 1100, Austin, Texas 78701, (512) 691-4438 (Fax), ptomasco@jw.com, on or before March 10, 2014, at 5:00 p.m. (Central Time), and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class _____ claim against one of the Debtors in the unpaid amount of Dollars (\$_____)

Item 1. Votes: Indicate your vote to accept or reject the Plan.

<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Class _____	<input type="checkbox"/>	<input type="checkbox"/>

Item 2. Creditor Information and Signature. By signing this Ballot, the undersigned acknowledges receipt of the Plan and the Disclosure Statement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct and that I have authority under applicable law to cast this Ballot.

Dated: _____

Print or type name: _____
 Signature: _____
 Title (if corporation or partnership) _____
 Address: _____

RETURN THIS BALLOT TO:

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America OnLine
22000 AOL Way
Dulles, VA 20166

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Cabs Department
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Cox Communications
1550 W. Deer Valley Rd.
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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
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Grande Communications Network
Dept 1204
P.O. Box 121204
Dallas, TX 75312-1204

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CANADA

Alpheus Communication
Attn: SVP – Contract
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1301 Fannin, 20th Floor
Houston, TX 77002

Hines REIT One Wilshire, LP
Attn: Kevin McInerny
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75 Remittance Drive, Suite 6647
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TJ412-01-0-R
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