

FILED FEB 14, 2014
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FPSC - COMMISSION CLERK

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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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

**NOTICE OF CONFIRMATION HEARING AND ENTRY OF 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**

PLEASE TAKE NOTICE that the Confirmation Hearing on the Debtor's Proposed First Amended Chapter 11 Plan of Liquidation [Dckt. No. 737] is set for **Thursday, March 20, 2014 at 1:30 p.m. (CST)** before the Honorable Tony M. Davis, United States Bankruptcy Judge, 903 San Jacinto Blvd., Austin Courtroom No. 1, Austin, Texas 78701.

PLEASE TAKE FURTHER NOTICE that on the 11th day of February 2014, the Court entered its Order (I) Approving Disclosure Statement; (II) Approving Form of Ballot; and (III) Setting Solicitation, Voting, and Confirmation Deadlines [Dckt. No. 744]. A true and

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

correct copy of the Order is attached hereto.

Dated: February 11, 2014.

Respectfully submitted,

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**COUNSEL FOR DEBTORS-IN-
POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that on the 11th day of February 2014, a true and correct copy of the foregoing was served via the Court's CM/ECF electronic notification system on all parties requesting same, and 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.
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25 Main Street
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/s/ Patricia B. Tomasco

Patricia B. Tomasco



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: February 11, 2014.

**TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE**

**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

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 20, 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 14, 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 14, 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 14, 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 14, 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 17, 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 paper 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 as follows, absent further Order of this Court:

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 17, 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 17, 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 17, 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:

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