

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	§	JOINTLY ADMINISTERED UNDER
AUSTIN, TEXAS 78730	§	CASE NO. 13-10570

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MOTION TO TERMINATE THE LIQUIDATING TRUST

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

If no timely response is filed within 21 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. Any response must be timely filed with the United States Bankruptcy Clerk, Western District of Texas, 903 San Jacinto Blvd., Suite 322, Austin, Texas 78701. If a timely response is filed, the Court will then set a hearing on the Motion, and you will be provided with notice of the date, time, and place of the hearing. If you do not attend the hearing, the Court may decide that you do not oppose the Motion.

Lowell Feldman, as Liquidating Trustee (the “Trustee”) of the UPH Liquidating Trust (the “Trust”), files this *Motion to Terminate the Liquidating Trust* (the “Motion”) pursuant to the *Liquidating Trust Agreement and Declaration of Trust* (the “Liquidating Trust Agreement”), the *Debtors’ Second Amended Chapter 11 Plan of Reorganization* (the “Plan”), and the *Findings of Fact, Conclusions of Law, and Order Confirming Debtors’ Chapter 11 Plan of Reorganization* (the “Confirmation Order”). In support of this Motion, the Trustee respectfully shows the Court the following:¹

Introduction

1. The Trustee seeks entry of an order, substantially in the form attached hereto (the “Order”), and pursuant to the provisions of the Confirmation Order, the Plan, and the Liquidating Trust Agreement: (a) authorizing the termination of the Trust; (b) approving the disposal of any books or records related to the Trust or any of the Debtors; (c) authorizing the taking of all steps toward dissolving and/or deregistering any of the Debtors in any jurisdiction and the filing of the final tax returns; (d) relieving the Trustee, its employees, professionals, and agents from any obligation, responsibility, or liability pertaining to his duties as Trustee of the Trust upon termination of the Trust; and (e) granting related relief.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Western District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). The Trust confirms its consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court.

¹ Capitalized terms used herein and not otherwise defined herein shall have the same meanings as set forth in the Plan, the Confirmation Order, and the Liquidating Trust Agreement.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested in this Motion are sections 105(a) and 1108 of Title 11 of the United States Code (the “Bankruptcy Code”), and Rule 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background

5. On March 28, 2013 (the “Petition Date”), UPH Holdings, Inc. (“UPH” and the “Debtor”) along with other affiliated entities filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

6. On March 27, 2014, the Bankruptcy Court entered its *Findings of Fact, Conclusions of Law, and Order Confirming Debtors’ Chapter 11 Plan of Reorganization* (the “Confirmation Order”) [Docket No. 842] confirming the *Debtors’ Second Amended Chapter 11 Plan of Reorganization* (the “Plan”). Additionally, the Confirmation Order approved the Debtors’ selection of Lowell Feldman as the Liquidating Trustee (the “Trustee”) of the UPH Liquidating Trust (the “Trust”), created under the Plan. *See Confirmation Order*, p. 22.

7. On March 17, 2014, the Debtors filed the *Liquidation Trust Agreement and Declaration of Trust* (the “Liquidating Trust Agreement”) with the *Notice of Plan Supplement* (the “Plan Supplement”) [Docket No. 783], which, along with the Plan and the Confirmation Order, set forth the rights and responsibilities of the Trustee and the purpose of the Trust.

8. The Plan became effective on July 1, 2014 (the “Effective Date”). *See Notice of Effective Date of Plan; Notice of Bar Date for Filing Rejection Claims; Notice of Bar Date for Filing Administrative Expense Claims; and Notice of Bar Date for Filing Professional Fee Claims* [Docket No. 967].

9. As a condition precedent to the Effective Date of the Plan, the Debtors and the appointed Trustee executed the Liquidating Trust Agreement, and all the Liquidating Trust Assets

were transferred to and vested in the Trust for administration by the Trustee in accordance with the Plan and the Liquidating Trust Agreement. *See* Plan, art. 5.2.

10. On the Effective Date, the Trust was established in accordance with the Liquidating Trust Agreement, and Lowell Feldman was appointed as the Trustee.

11. On May 7, 2018, the Court entered its *Order Granting Application for Final Decree* (the “Final Decree”) [Docket No. 1400], which effectively closed the chapter 11 cases.

Basis for Relief

12. The Liquidating Trust Agreement provides that:

Upon the payment of all costs, expenses, and obligations incurred in connection with administering the Trust, and the Distribution of all Liquidating Trust Assets in accordance with the provisions of the Plan, the Confirmation Order, and [the Liquidating Trust] Agreement, the Trust shall terminate and the Trustee shall have no further responsibility in connection therewith except as may be required to effectuate such termination under relevant law.

Liquidating Trust Agreement, § 11.2.

13. The Final Decree was entered on May 7, 2018, effectively closing the chapter 11 cases.

14. As of the filing of this Motion, the Trustee has fully liquidated the Liquidating Trust Assets and made all distributions as set forth in the Confirmation Order, the Plan, and the Liquidating Trust Agreement. The Trustee has reconciled, analyzed, resolved, or objected to all claims. The Trustee has satisfied all the quarterly operating reporting requirements as established by the Liquidating Trust Agreement. *See* Docket Nos. 1040, 1065, 1066, 1132, 1205, 1318, 1364, 1365, 1380, 1385, 1387, 1388, 1389, 1390, 1394, 1398, 1399. Additionally, the Trustee has closed all Trust accounts in accordance with the Liquidating Trust Agreement.

15. The Trustee has complied with all the duties to take necessary and appropriate actions to close the chapter 11 cases and administer the Liquidating Trust Assets in accordance

with the provisions of the Plan, the Liquidating Trust Agreement, and the Confirmation Order. Accordingly, the Trustee now seeks authority to terminate the Trust in accordance with the provisions of the Liquidating Trust Agreement in his sole discretion based upon completion of final remaining tasks as generally described herein. *See generally* Liquidating Trust Agreement, § 11. The Trustee requests that this Court: (a) authorize the Trustee to terminate the Trust; (b) approve the disposal of records pertaining to any of the Debtors or the Trust; (c) authorize the taking of all steps toward dissolving and/or deregistering any of the Debtors in any jurisdiction and the filing of the final tax returns; and (d) relieve the Trustee, its employees, professionals, and agents from any further duties, and discharge and release the Trustee from all liability related to the Trust.

A. Administration of Trust

16. On behalf of the Trust, the Trustee “may control and exercise authority over the Liquidating Trust Assets, over the acquisition, management and disposition thereof, and over the management and conduct of the affairs of the Trust.” Liquidating Trust Agreement, § 4.1. In exercising his authority granted under the Liquidating Trust Agreement, the Trustee has reconciled, analyzed, resolved, or objected to all claims and closed all Trust accounts.

17. Additionally, pursuant to the Confirmation Order, the Plan, and the Liquidating Trust Agreement, the Trustee made distributions in 2019 and 2020 on account of allowed claims in these bankruptcy cases. Therefore, the Trustee has complied with his administrative duties as set forth in the Liquidating Trust Agreement by making the appropriate disbursements to the Trust Beneficiaries, such that no Liquidating Trust Assets remain to be administered.

B. Relief from Liability

18. The Trustee requests that the Court enter an order relieving the Trustee, its employees, professionals, and agents from any and all further duties related to the Trust and discharging and releasing the Trustee, its employees, professionals, and agents from all liability related to the Trust as set forth in the Liquidating Trust Agreement:

11.5 Continuance of Trust for Winding Up: Discharge and Release of Trustee. After the termination of the Trust and solely for the purpose of liquidating and winding up the affairs of the Trust, the Trustee shall continue to act as such until its responsibilities have been fully performed. Except as otherwise specifically provided herein, upon the distribution of the Liquidating Trust Assets including all excess reserves, the Trustee shall be deemed discharged and have no further duties or obligations hereunder. Upon a motion by the Trustee, the Bankruptcy Court may enter an order relieving the Trustee, its employees, professionals, and agents of any further duties, discharging and releasing the Trustee from all liability related to the Trust, and releasing the Trustee's bond, if any.

Liquidating Trust Agreement, § 11.5.

19. As stated herein, the Trustee made all appropriate distributions of the Liquidating Trust Assets. After the termination of the Trust, the Trustee will continue to undertake all administrative duties necessary to liquidate and wind up the affairs of the Trust. Beyond that, the Trustee requests that the Court relieve the Trustee, its employees, professionals, and agents from any further duties, and discharge and release the Trustee from all liability related to the Trust.

C. Disposition of Trust Records

20. Pursuant to the Liquidating Trust Agreement, the Trustee must “maintain accurate records of the administration of Liquidating Trust Assets, including receipts and disbursements and other activity of the Trust.” Liquidating Trust Agreement, § 4.10. The Trustee, however, is not required to maintain those records in perpetuity. The Liquidating Trust Agreement further provides that:

[t]he books and records maintained by the Trustee may be disposed of by the Trustee at the later of (i) such time as the Trustee determines that the continued possession or maintenance of such books and records is no longer necessary for the benefit of the Trust or its Beneficiaries or (ii) upon the termination and completion of the winding down of the Trust.

Liquidating Trust Agreement, § 4.10.

21. The Trustee has determined that the books and records maintained by the Trustee should be disposed of upon entry of the proposed order granting the relief requested in this Motion, and the possession and maintenance of such books and records is no longer necessary for the benefit of the Trust or its Beneficiaries. Accordingly, the Trustee requests approval of the disposal of the books and records maintained by the Trustee.

D. Trust Termination and Future Obligations

22. Pursuant to the Liquidating Trust Agreement, the Trust terminates: “[u]pon the payment of all costs, expenses, and obligations incurred in connection with administering the Trust, and the Distribution of all Liquidating Trust Assets in accordance with the provisions of the Plan, the Confirmation Order, and [the Liquidating Trust] Agreement.” Liquidating Trust Agreement, § 11.2. As set forth herein, the Trustee has faithfully performed all the duties required under the Plan, the Liquidating Trust Agreement, and the Confirmation Order, is pursuing dissolution of the Debtors under their applicable governance document or under applicable law, and will prepare and file any necessary final tax returns that have not already been filed. Accordingly, the Trustee requests that this Court find that the Trust shall be terminated upon the Trustee’s completion of the remaining tasks, as determined in his sole discretion, and that upon termination, the Trustee is discharged from his duties under the Plan, the Liquidating Trust Agreement, and the Confirmation Order, and from all liability related to the Trust.

WHEREFORE, the Trustee requests entry of an order, substantially in the form attached hereto, granting the relief requested herein and granting such other relief as is just and proper.

Date: December 12, 2025

/s/ Jennifer F. Wertz

JACKSON WALKER LLP

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***Counsel for Lowell Feldman, Liquidating Trustee
for the UPH Liquidating Trust***

CERTIFICATE OF SERVICE

I hereby certify that on the 12th day of December 2025, a true and correct copy of the foregoing has been served electronically via the Court's CM/ECF electronic notification system, and via United States mail, postage prepaid upon the below and attached service list.

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Austin, TX 78701

/s/ Jennifer F. Wertz

Jennifer F. Wertz

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

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	§	
6500 RIVER PL. BLVD., BLDG. 2, # 200 AUSTIN, TEXAS 78730	§	JOINTLY ADMINISTERED UNDER CASE NO. 13-10570

**ORDER GRANTING LIQUIDATING TRUSTEE'S MOTION TO TERMINATE THE
LIQUIDATING TRUST**

Upon the motion (the “Motion”) of the Trustee, and in conformity with the Plan, the Liquidating Trust Agreement, and the Confirmation Order, for entry of an order (this “Order”) terminating the Trust, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this 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 this 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 this Court having found that notice of the Motion and an opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion; and this 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 this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. Consistent with the Confirmation Order, the Plan, and the Liquidating Trust Agreement, the Trustee is authorized to terminate and dissolve the Trust at such time as determined in his sole discretion and without further order of this Court or notice; upon such dissolution and termination, the Trustee, along with its employees, professionals, and agents, shall be discharged and relieved from any and all further duties, and the Trustee shall be discharged and released from all liability related to the Trust.

2. The Trustee is authorized to take all actions necessary in his sole discretion to dissolve or deregister any of the Debtors under applicable governance documents or applicable law, and to prepare and file any and all final tax returns.

3. The Trustee is further authorized to dispose of Trust Records, without further order or notice, at such date as the Trustee may deem reasonable in his sole discretion upon determining that such Trust Records are no longer beneficial and necessary to the Trust and the Trust Beneficiaries.

4. The Bankruptcy Court hereby retains exclusive jurisdiction for any and all disputes arising out of or related to this order.

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